

CORPORATE CHARTER APPROVAL SHEET

EXPEDITED SERVICE

** KEEP WITH DOCUMENT **

DOCUMENT CODE TCI BUSINESS CODE _____

03-28-04-8434C-001
~~# 03-28-04-8434C-012~~



Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

ID # 00000074 ACK # 1000362000901605
PAGES: 0004
FOREST HEIGHTS APARTMENTS ASSOCIATES LL
C

Surviving (Transferee) _____

12/02/2010 AT 09:21 A W O N 0083729797

New Name _____

FEES REMITTED

Base Fee:	_____	<u>20</u>
Org. & Cap. Fee:	_____	_____
Expedite Fee:	_____	_____
Penalty:	_____	_____
County State Recordation Tax:	_____	<u>195,789</u>
State Transfer Tax:	_____	<u>97,895</u>
Certified Copies:	_____	_____
Copy Fee:	_____	_____
Certificates:	_____	_____
Certificate of Status Fee:	_____	_____
Personal Property Filings:	_____	_____
Mail Processing Fee:	_____	_____
County State Transfer:	_____	<u>293,684</u>
TOTAL FEES:	_____	<u>587,388</u>

_____	Change of Name
_____	Change of Principal Office
_____	Change of Resident Agent
_____	Change of Resident Agent Address
_____	Resignation of Resident Agent
_____	Designation of Resident Agent and Resident Agent's Address
_____	Change of Business Code
_____	Adoption of Assumed Name
_____	_____
_____	Other Change(s)
_____	_____

Credit Card _____ Check _____ Cash _____

_____ Documents on _____ Checks

Approved By: 9 _____

Keyed By: _____

COMMENT(S):

Code _____

Attention: _____

Mail: Name and Address

CSC-LAWYERS INCORPORATING SERVICE
COMPANY
7 ST. PAUL STREET, SUITE 1600
BALTIMORE MD 21202

Stamp Work Order and Customer Number HERE
 CUST ID: 0002513217
 WORK ORDER: 0083729797
 DATE: 12-02-2010 09:21 AM
 AMT. PAID: \$587,388.00

Office Use Only

REPORT OF TRANSFER OF CONTROLLING INTEREST

(Please read the instructions below before completing this form)

1. Type of filing: Regular Permissive

2. Date of final transfer: November 23, 2010

3. Name of Real Property Entity whose interest is being transferred: _____
Forest Heights Apartments Associates LLC

4. Mailing address for Real Property Entity: c/o Morgan Properties, 1658 S. Laurel Dr. Laurel, MD 20708

5. Type of Real Property Entity: Corp LLC LP GP or Joint Venture
 Unincorporated REIT Other-specify _____

✓ 6. State of formation: Delaware

NOV 30 2010

7. Total consideration for the controlling interest being transferred: \$ 19,578,928.21

8. List below the value attributable to each of the following assets:

- a) Maryland Real Property \$ 19,578,928.21
- b) Non-Maryland Real Property \$ _____
- c) Cash \$ _____
- d) Securities \$ _____
- e) Maryland Tangible Personal Property* \$ _____

*Provide SDAT personal property account # for each return:

- f) Non-Maryland Tangible Personal Property \$ _____
- g) Other: Attach description and method of valuation \$ _____

9. Gross value of Real Property Entity assets: \$ 19,578,928.21

10. Real property in Maryland directly or beneficially owned by the Real Property Entity:

Parcel 1:

Baltimore City 28-04-8434C-001 5100 - 5136 Oaklawn Road
 County Name SDAT Account No. Address or brief description
 Description of building/improvements: 13.60 Acres. 322 apartment units on the combined 2 parcels
 Title holder if different from Item 3 above: _____
 Consideration attributable to the parcel: \$ 13,093,425.84

Parcel 2:*

Baltimore City 28-04-8434C-012 4800 - 5062 Carmine Ave
 County Name SDAT Account No. Address or brief description
 Description of building/improvements: 5.83 Acres. 322 apartment units on the combined 2 parcels.
 Title holder if different from Item 3 above: _____
 Consideration attributable to the parcel: \$ 6,485,502.37

*If more than two parcels, attach a separate sheet and indicate total number of parcels: _____

11. Specify and explain any exemptions authorized by law being claimed with this filing:
 (Attach a separate sheet if more space is required).

12. Transfer and Recordation taxes paid with this filing:

Item 7 amount: \$	<u>19,578,928</u>	x	<u>19,578,928</u>	= \$	<u>19,578,928</u>	x	<u>1.0%</u>	= \$	<u>195,789</u>
Item 9 amount: \$	<u>19,578,928</u>		Item 8a amount		Total amount		Co. Rate		Co. Recordation
					<u>19,578,928</u>	x	<u>0.5%</u>		<u>97,895</u>
					Total amount		St. Rate		State Transfer
					<u>19,578,928</u>	x	<u>1.5%</u>		<u>293,684</u>
					Total amount		Co. Rate		Co. Transfer

Total Taxes \$ 587,368

Add the \$20 filing fee to the amount of the total taxes and make the check payable to the State Department of Assessments & Taxation.

13. I hereby declare under the penalties of perjury, pursuant to § 1-201 of the Maryland Tax-Property Code Annotated, that this filing (including any accompanying forms and attachments) has been examined by me and the information contain herein, to the best of my knowledge and belief, is true, correct and complete, that I am authorized to make this filing on behalf of the Real Property Entity, that I have accurately reported the percentage of controlling interest being transferred, that I have fully reported the consideration attributable to Maryland Real Property, and that I have answered truthfully each item of information requested on the form.

 Signature of authorized filer Date 11-26-10
 President, MLM Forest Heights Investors,
 Managing Member, Forest Heights Apartment Associates, LLC

14.) Contact information for this filing:

David Koffler		610-945-1512	
Name		Telephone	
160 Clubhouse Rd	King of Prussia	PA	19406
Address	City	State	Zip code

CUST ID:0002513217
WORK ORDER:0003728787
DATE:12-02-2010 09:21 AM
AMT. PAID:\$587,388.00