

CORPORATE CHARTER APPROVAL SHEET

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE TCT BUSINESS CODE _____

16-07-02921446



1000362005986742

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transf error) _____

ID # 00000194 ACK # 1000362005986742
PAGES: 0005
JBG/BETHESDA AVENUE, L.L.C.

01/28/2014 AT 08:30 A WO # 0004255342

Surviving (Transferee) _____

New Name _____

FEES REMITTED

Base Fee: 20
Org. & Cap. Fee: _____
Expedite Fee: _____
Penalty: _____
State Recordation Tax: \$19,450
State Transfer Tax: \$96,500
Certified Copies _____
Copy Fee: _____
Certificates _____
Certificate of Status Fee: _____
Personal Property Filings: _____
Mail Processing Fee: _____
Other: None \$193,000

TOTAL FEES: \$480,970

Credit Card _____ Check ☒ Cash _____

_____ 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)

Code 194

Attention: _____

Mail: Name and Address _____

Approved By: 14

Keyed By: 2-A

COMMENT(S): _____

CORPASSIST OF BALTIMORE
2ND FLOOR
836 PARK AVENUE
BALTIMORE MD 21201

Stamp Work Order and Customer Number HERE

CUST ID:0003038762
WORK ORDER:0004255342
DATE:02-06-2014 01:07 PM
AMT. PAID:\$480,970.00

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: January 8, 2014

3. Name of Real Property Entity whose interest is being transferred: JBG/Bethesda Avenue, L.L.C.

4. Mailing address for Real Property Entity: c/o The JBG Companies, 4445 Willard Avenue,
Suite # 400, Chevy Chase, MD 20815

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

6. State of formation: Delaware

7. Total consideration for the controlling interest being transferred: \$ 19,300,000.00

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

a) Maryland Real Property	\$ 19,300,000.00
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: \$ 19,300,000.00

JAN 23 2014

10. Real property in Maryland directly or beneficially owned by the Real Property Entity:**Parcel 1:**

Montgomery 07-02921446 4733 Bethesda Avenue, Bethesda, MD 20814
 County Name SDAT Account No. Address or brief description
 Description of building/improvements: Office Building
 Title holder if different from Item 3 above: _____
 Consideration attributable to the parcel: \$ 19,300,000.00

Parcel 2:*

County Name SDAT Account No. Address or brief description
 Description of building/improvements: _____
 Title holder if different from Item 3 above: _____
 Consideration attributable to the parcel: \$ _____
 *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: \$	19,300,000	x		= \$	19,300,000	x	6.9/10	= \$	191,450
			Item 8a amount		Total amount		Co. Rate		Co. Recordation
Item 9 amount: \$				\$	19,300,000	x	0.5%	= \$	96,500
					Total amount		St. Rate		State Transfer
				\$	19,300,000	x	1%	= \$	193,000
					Total amount		Co. Rate		Co. Transfer

Total Taxes \$ 480,950

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.

SEE ATTACHED SIGNATURE BLOCK
 Signature of authorized filer

January 8, 2014
 Date

14.) Contact information for this filing:

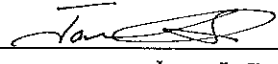
Richard E. Jordan, Senior Vice President		(240) 333-3847	
Name		Telephone	
c/o The JBG Companies, 4445 Willard Avenue, # 400	Chevy Chase	MD	20815
Address	City	State	Zip code

SIGNATURE BLOCK FOR REPORT OF TRANSFER OF CONTROLLING
INTERESTS OF JBG/BETHESDA AVENUE, L.L.C. - CLTIC CASE # 13-002390

JBG/Bethesda Avenue, L.L.C.,
a Delaware limited liability company

By: ~~JBG/Bethesda Avenue Manager, L.L.C.,~~
a Delaware ~~limited liability~~ company,
~~its Managing Member~~

By: JBG/Company Manager ^{IV} ~~II~~, L.L.C.,
a Delaware limited liability company,
its Managing Member

By: 
Name: James L. Iker
Title: Managing Member

CUST ID:0003036762
WORK ORDER:0004255342
DATE:02-06-2014 01:07 PM
AMT. PAID:\$480,970.00