

CORPORATE CHARTER APPROVAL SHEET

\*\* KEEP WITH DOCUMENT \*\*

DOCUMENT CODE TCI BUSINESS CODE \_\_\_\_\_

# 08-03-119645; 08-05-124077

Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

P.A. \_\_\_\_\_ Religious \_\_\_\_\_

Merging (Transfer) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_



ID # 00000251 ACK # 1000362007288394  
PAGES: 0004  
MID-ATLANTIC DISTRIBUTION CENTER, INC.

12/03/2014 AT 11:24 A WO # 0004394592

New Name \_\_\_\_\_

FEES REMITTED

Base Fee: 20  
Org. & Cap. Fee: \_\_\_\_\_  
Expedite Fee: \_\_\_\_\_  
Penalty: \_\_\_\_\_  
State Recordation Tax: 803.042  
State Transfer Tax: 489,660  
Certified Copies \_\_\_\_\_  
Copy Fee: \_\_\_\_\_  
Certificates \_\_\_\_\_  
Certificate of Status Fee: \_\_\_\_\_  
Personal Property Filings: \_\_\_\_\_  
Mail Processing Fee: \_\_\_\_\_  
Other: -8-

TOTAL FEES: 1292722.00

Credit Card \_\_\_\_\_ Check \_\_\_\_\_ Cash \_\_\_\_\_

Documents on \_\_\_\_\_ Checks \_\_\_\_\_

Approved By: [Signature]

Keyed By: [Signature]

COMMENT(S): [Signature]

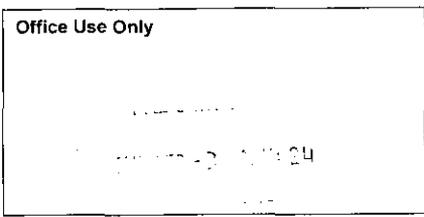
Change of Name \_\_\_\_\_  
Change of Principal Office \_\_\_\_\_  
Change of Resident Agent \_\_\_\_\_  
Change of Resident Agent Address \_\_\_\_\_  
Resignation of Resident Agent \_\_\_\_\_  
Designation of Resident Agent and Resident Agent's Address \_\_\_\_\_  
Change of Business Code \_\_\_\_\_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

Code \_\_\_\_\_

Attention: \_\_\_\_\_

Mail: Name and Address  
Chicago Title Insurance Company  
2828 Reuth Street, Suite 900  
Dallas, TX 75201

Stamp Work Order and Customer Number HERE  
CUST ID: 0003178012  
WORK ORDER: 0004394592  
DATE: 12-05-2014 03:10 PM  
AMT. PAID: \$1,292,722.00



# 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 \_\_, 2014

3. Name of Real Property Entity whose interest is being transferred: Mid-Atlantic Distribution Center, Inc.,

4. Mailing address for Real Property Entity: c/o Clarion Partners, 1717 McKinney Avenue, Suite 1900  
Dallas, Texas 75202

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

6. State of formation: Maryland

7. Total consideration for the controlling interest being transferred: \$ 97,931,917.60

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

a) Maryland Real Property	\$	97,931,917.60
b) Non-Maryland Real Property	\$	0.00
c) Cash	\$	0.00
d) Securities	\$	0.00
e) Maryland Tangible Personal Property*	\$	0.00

\*Provide SDAT personal property account # for each return:

N/A

f) Non-Maryland Tangible Personal Property	\$	0.00
g) Other: Attach description and method of valuation	\$	0.00

9. Gross value of Real Property Entity assets: \$ 97,931,917.60

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

**Parcel 1:**

Cecil 05-124077 238 Belvidere Road, Perryville, Maryland  
 County Name SDAT Account No. Address or brief description  
 Description of building/improvements: 1,004,000 square foot building  
 Title holder if different from Item 3 above: N/A  
 Consideration attributable to the parcel: \$ 58,432,699.60

**Parcel 2\*:**

Cecil 03-119645 515 Fletchwood Road, Elkton, Maryland  
 County Name SDAT Account No. Address or brief description  
 Description of building/improvements: 756,690 square foot building  
 Title holder if different from Item 3 above: N/A  
 Consideration attributable to the parcel: \$ 39,499,218.00

\*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>97,931,918</u>	x	<u>97,931,918</u>	= \$	<u>97,931,918</u>	x	<u>4.10/500</u>	= \$	<u>803,042</u>
Item 9 amount: \$	<u>97,931,918</u>		Item 8a amount		Total amount		Co. Rate		Co. Recordation
				\$	<u>97,931,918</u>	x	<u>0.5%</u>	= \$	<u>489,660</u>
				\$	Total amount		St. Rate		State Transfer
				\$	Total amount		Co. Rate		Co. Transfer

Total Taxes \$ 1,292,702

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

14.) Contact information for this filing:

John R. Killian		214-647-4900		
Name		Telephone		
1717 McKinney Avenue, Suite 1900	Dallas	TX	75202	
Address	City	State	Zip code	

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