

CORPORATE CHARTER APPROVAL SHEET

****EXPEDITED SERVICE****

**** KEEP WITH DOCUMENT ****

DOCUMENT CODE TC1 BUSINESS CODE _____


16-08-01800441

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



1000362062384966

ART: D...
 ID # 0000100 ACK # 1000362062384966
 PAGES: 0005
 WRIT OLNEY VILLAGE CENTER LLC

10/13/2011 AT 04:40 P WO # 0003672277

New Name _____

FEES REMITTED

Base Fee: _____ 20

Org. & Cap. Fee: _____

Expedite Fee: _____

Penalty: _____

State Recordation Tax: _____

State Transfer Tax: _____

Certified Copies _____

Copy Fee: _____

Certificates _____

Certificate of Status Fee: _____

Personal Property Filings: _____

Mail Processing Fee: _____

Other: _____

TOTAL FEES: _____ 20

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: A.OI

Keyed By: _____

COMMENT(S):

Code _____
 Attention: Laura Franklin

Mail: Name and Address _____
Washington REIT
6110 Executive Blvd #800
Rockville, MD 20852

CUST ID: 0002855697
 WORK ORDER: 0003672277
 DATE: 10-13-2011 04:40 PM
 AMT. PAID: \$20.00

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: September 9, 2011

3. Name of Real Property Entity whose interest is being transferred: WRIT Olney Village Center LLC

4. Mailing address for Real Property Entity: 8110 Executive Boulevard; Suite 800; Rockville, MD 20852

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: \$ _____ 0.00

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

- a) Maryland Real Property \$ 58,000,000.00
- 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: \$ 58,000,000.00

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

Parcel 1:

Montgomery 01800441 18330 Village Center Drive, Olney, MD 20832-1799
 County Name SDAT Account No. Address or brief description

Description of building/improvements: Shopping Center

Title holder if different from Item 3 above:

Consideration attributable to the parcel: \$ 0.00

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).

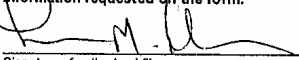
Please see attached.

12. Transfer and Recordation taxes paid with this filing:

Item 7 amount: \$	<input type="text"/>	x	Item 8a amount	= \$		x	= \$
					Total amount	Co. Rate	Co. Recordation
Item 9 amount: \$	<input type="text"/>			\$		x 0.5%	= \$
					Total amount	St. Rate	State Transfer
				\$		x	= \$
					Total amount	Co. Rate	Co. Transfer

Total Taxes \$ 0
 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

10/2/11
 Date

14.) Contact Information for this filing:

Laura M. Franklin

301-255-0834

Name

Telephone

6110 Executive Boulevard; Suite 800

Rockville

MD 20852

Address

City

State

Zip code

CUST ID: 0002055697
WORK ORDER: 0003872277
DATE: 10-13-2011 04:40 PM
AMT. PAID: \$20.00

REPORT OF TRANSFER OF
CONTROLLING INTEREST
IN WRIT OLNEY VILLAGE CENTER LLC

ADDENDUM

This transfer is the second of two transfers of replacement property as part of a "reverse like-kind exchange" under Section 1031 of the Internal Revenue Code. The Real Property Entity and the transferor of the controlling interest reported herein have acted solely as agents of Washington Real Estate Investment Trust (WRIT) in order to facilitate that 1031 exchange. The first transfer occurred on August 30, 2011, when the Real Property Entity acquired title to the real property identified in item 10 above on behalf of WRIT, by Deed recorded September 6, 2011 in Liber 42155, Folio 262. Transfer and recordation taxes were paid at that time. Accordingly, this transfer is exempt under Section 12-117(c)(1) and Section 12-117(g)(2)(iii) of the Tax-Property Article, Code of Maryland.