

CORPORATE CHARTER APPROVAL SHEET
** KEEP WITH DOCUMENT **

DOCUMENT CODE TCT BUSINESS CODE _____

14-02-231670/14-02-231689

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) _____

Surviving (Transferee) _____



1000362004548261

ID # 00000167 ACK # 1000362004548261
PAGES: 0021
HOME PROPERTIES HOWARD CROSSING, LLC

01/16/2013 AT 02:57 P WO # 0004103385

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: 14

Keyed By: SA

COMMENT(S):

Like-Kind Exchange

Code _____

Attention: _____

Mail: Name and Address

GORDON FEINBLATT ROTHMAN HOFFBERGER & HO
THE GARRETT BLDG
233 E REDWOOD ST
BALTIMORE MD 21202-3332

Stamp Work Order and Customer Number HERE

CUST ID: 0002886805
WORK ORDER: 0004103385
DATE: 03-06-2013 03:20 PM
AMT. PAID: \$20.00

AMENDED

REPORT OF TRANSFER OF CONTROLLING INTEREST

Office Use Only

RECEIVED
JAN 15 2013
10 25 P 2 57

(Please read the instructions below before completing this form)

1. Type of filing: ☒ Regular ☐ Permissive

2. Date of final transfer: 12/21/2012

3. Name of Real Property Entity whose interest is being transferred: Home Properties Howard Crossing, LLC

4. Mailing address for Real Property Entity: 850 Clinton Square, Rochester, New York 14604

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: \$ 0.00

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

a) Maryland Real Property	\$ <u>186,000,000.00</u>
b) Non-Maryland Real Property	\$ <u>0.00</u>
c) Cash	\$ <u>0.00</u>
d) Securities	\$ <u>0.00</u>
e) Maryland Tangible Personal Property*	\$ <u>0.00</u>

*Provide SDAT personal property account # for each return:

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

9. Gross value of Real Property Entity assets: \$ 186,000,000.00

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

Parcel 1:

Howard See Attached 8732 Town and Country Blvd, Ellicott City, MD 21043
County Name SDAT Account No. Address or brief description

Description of building/improvements: 1350 unit multifamily rental

Title holder if different from Item 3 above: N/A

Consideration attributable to the parcel: \$ 186,000,000.00 Total; no allocation

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: \$	0	x	186,000,000	= \$	0	x		= \$	0
			Item 8a amount		Total amount		Co. Rate		Co. Recordation
Item 9 amount: \$					\$	0	0.5%		0
					Total amount		St. Rate		State Transfer
					\$	0			0
					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

Kathleen L. Sikes, Vice President

Date

1/7/2013

14.) Contact information for this filing:

Y. Jeffery Spatz

410-576-4124

Name

Telephone

Gordon, Feinblatt et al., 233 E. Redwood Street

Baltimore

MD 21202

Address

City

State

Zip code

Attachment to Report of Transfer of Controlling Interest

List of Tax IDs:

Tax ID #: 02-231689

Tax ID #: 02-231670

Attachment to Report of Transfer of Controlling Interest

Explanation for #11

The transfer of a controlling interest in Home Properties Howard Crossing, LLC ("Company") from the EAT (defined below) to Home Properties, L.P. ("Home Properties") on December 21, 2012 is exempt from Maryland state and local recordation and transfer taxes because this transfer was from a straw man to the beneficial owner of the Company. 49 Op. Att'y Gen. 508 (1964), 42 Op. Att'y Gen. 126 (1957), 24 Op. Att'y Gen. 965 (1939).

This transfer is the last step of a series of transactions that are designed to enable Home Properties to defer recognition of income pursuant to Internal Revenue Code section 1031 and is commonly described as a "reverse like-kind exchange." *See generally*, Rev. Proc. 2000-37, 2000-2 C.B. 308. The improved real property that is owned by the Company was purchased by the Company from Star/Hirsch Howard Crossing, L.L.C. on June 28, 2012 and the Company paid the full Maryland state and local recordation taxes upon that sale. At the time of that conveyance, Sulphur Holding Inc. as Exchange Accommodation Titleholder ("EAT") held a 100% membership interest in the Company for the benefit of Home Properties. The EAT transferred its 100% membership interest in the Company to Home Properties on December 21, 2012 to close out the like-kind exchange and end the straw man ownership.

A similar transaction was ruled as exempt from recordation and transfer taxes in an opinion drafted by Bruce Benshoof, Assistant Attorney General in his letter dated October 24, 2004 ("Benshoof Letter"). Enclosed please find a copy of the Benshoof Letter. The Benshoof Letter addresses a situation where the actual property (not membership interests) was transferred from a straw man to the beneficial owner as the last part of a reverse like-kind exchange. In the Benshoof Letter, it clearly spells out that the transfer of property, or in this case it would apply to the transfer of membership interest, shall be deemed to be a transfer with no consideration when conveying the replacement property from the qualified intermediary to the taxpayer. This is due to the qualified intermediary merely being a "nominee" or "straw man", holding the replacement property for the benefit of the taxpayer. Due to this transfer merely being a transfer of legal title to the true beneficial owner, it should be exempt from any transfer or recordation tax under Maryland Code, Tax Property, Section 12-117 and 13-103.

Under the new controlling interest law, Tax Property Code Section 12-117(c), "a controlling interest in a real property entity is not subject to recordation tax if the transfer of the real property by an instrument of writing between the same parties and under the same circumstances would have been exempt under Section 12-108 of this title". Pursuant to the Benshoof Letter and current Maryland law, a transfer from a qualified intermediary to the taxpayer for whom the property was held by such qualified intermediary would be exempt. In our situation the transfer if performed as a conveyance by deed would be exempt. As such the transfer of controlling interest may not be taxed. It is, therefore, clear that the transfer of the membership interests in the Company to Home Properties is exempt under from any transfer taxes.

Parcel Number: 2231689

Doc Type: Deeds

Consideration Amount: \$186,000,000.00

All Taxes on Assessments certified to the Collector of Taxes for Howard County, Md. by 6/24/12 have been paid. This statement is for the purpose of permitting recordation and is not assurance against further taxation even for prior periods, nor does it guarantee satisfaction of outstanding tax sales. P-17

40
75
1,860,000.-
930,000
84

702361464.4

SELLER:

~~STAR~~/HIRSCH HOWARD CROSSING, L.L.C.
a Delaware limited liability company

By: Magazine Portfolio Holdings, L.L.C.,
Its sole member

By: Star/Hirsch Subsidiary Holdings, L.L.C.,
Its sole member

By: Star/Hirsch Portfolio, L.L.C.,
Its sole member

By: Star/Hirsch Portfolio Holdings, L.L.C.,
Its Manager

By: [Signature]
Name: James E. Kane
Title: Vice President

STATE OF GEORGIA)

ss:

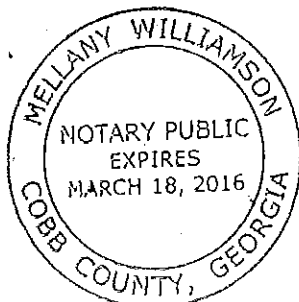
COUNTY OF COBB)

I HEREBY CERTIFY that on the 20TH day of June, 2012, before me, the undersigned Notary Public, personally appeared James E. Kane, who acknowledged himself to be the Vice President of Star/Hirsch Portfolio Holdings, L.L.C., the Manager of Star/Hirsch Portfolio, L.L.C., the sole member of Star/Hirsch Subsidiary Holdings, L.L.C., the sole member of Magazine Portfolio Holdings, L.L.C., the sole member of Grantor, and that he, as Vice President, being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of said limited liability company, as Vice President of said limited liability company, by himself as such officer.

WITNESS my hand and Notarial Seal.

My Commission Expires:
March 18, 2016

[Signature]
NOTARY PUBLIC



THIS IS TO CERTIFY that the within Deed was prepared by, or under the supervision of the undersigned, an Attorney duly admitted to practice before the Court of Appeals of Maryland.

Timothy J. Choppin
Timothy J. Choppin

Exhibit A

Legal Description

All that certain lot or parcel of land together with all improvements thereon located and being in the County of Howard, Maryland and being more particularly described as follows:

TRACT ONE

BEGINNING at an iron pin set on the west side of Rogers Avenue (MD Rte. 99) at the northeast corner of the tract now being described and running thence, binding on the west side of Rogers Avenue,

1. South 03 degrees, 17 minutes, 29 seconds West 229.37 feet to the northernmost side of Town and Country Boulevard, thence binding thereon, thence
2. by a line curving right with a radius of 25.00 feet the distance of 39.27 feet with a chord bearing South 48 degrees, 17 minutes, 30 seconds West 35.36 feet, thence
3. by a line curving left with a radius of 1773.46 feet the distance of 181.44 feet with a chord bearing North 89 degrees, 38 minutes, 20 seconds West 181.36 feet and
4. South 87 degrees, 25 minutes, 49 seconds West 433.04 feet to a concrete monument found, thence leaving Town and Country Boulevard,
5. North 08 degrees, 59 minute, 24 seconds East 230.01 feet to an iron pipe found, thence
6. North 35 degrees, 53 minutes, 21 seconds East 363.10 feet to a concrete monument found, thence
7. South 37 degrees, 57 minutes, 35 seconds East 296.07 feet to an iron pin set and
8. South 35 degrees, 35 minutes, 59 seconds East 223.27 feet to the place of beginning.
CONTAINING 4.798 acres of land, more or less.

TRACT TWO

BEGINNING at an iron pin set on the west side of Rogers Avenue (MD Rte. 99) at the southeast corner of the tract now being described and running thence, binding on the southern outline of said tract,

1. South 87 degrees, 25 minutes, 49 seconds West 405.85 feet to the easternmost side of Rogers Avenue, as proposed to be relocated (now Howard County Department of Recreation and Parks), thence binding thereon
2. North 23 degrees, 58 minutes, 30 seconds West 46.97 feet to a concrete monument found, thence
3. by a line curving right with a radius of 3500.00 feet the distance of 574.48 feet with a chord bearing North 19 degrees, 16 minutes, 22 seconds West 573.84 feet to a concrete monument found, thence

4. by a line curving right with a radius of 25.00 feet the distance of 44.51 feet with a chord bearing North 36 degrees, 25 minutes, 47 seconds East 38.86 feet to an iron pipe found on the south side of Town and Country Boulevard, thence binding thereon
5. North 87 degrees, 25 minutes, 49 seconds East 460.00 feet, thence
6. by a line curving right with a radius of 1693.46 feet the distance of 173.25 feet with a chord bearing South 89 degrees, 38 minutes, 20 seconds East 173.17 feet, thence
7. by a line curving right with a radius of 25.00 feet the distance of 16.70 feet with a chord bearing South 67 degrees, 34 minutes, 34 seconds East 16.39 feet to the west side of Rogers Avenue (MD Rte. 99), as now widened, thence binding thereon
8. South 04 degrees, 04 minutes, 30 seconds West 94.12 feet and thence leaving Rogers Avenue, as now widened,
9. North 71 degrees, 49 minutes, 34 seconds West 183.74 feet to an iron pin set
10. South 73 degrees, 24 minutes, 31 seconds West 154.72 feet to an iron pin found
11. South 03 degrees, 17 minutes, 29 seconds West 180.25 feet to an iron pin set, and
12. South 86 degrees, 42 minutes, 31 seconds East 333.88 feet to an iron pin set on the west side of Rogers Avenue, as aforesaid, thence binding thereon
13. South 03 degrees, 17 minutes, 29 seconds West 105.95 feet and
14. by a line curving right with a radius of 840.78 feet the distance of 230.34 feet with a chord bearing South 11 degrees, 08 minutes, 18 seconds West 229.62 feet to the place of beginning.

CONTAINING 6.528 acres of land, more or less.

TRACT THREE

BEGINNING at a point on the south side of Town and Country Boulevard where it is intersected by a 2500 foot radius curve forming the Southeast corner of Town and Country Boulevard and West Springs Drive, as now being described, and running thence, binding on the south side of Town and Country Boulevard

1. South 87 degrees, 00 minutes, 00 seconds East 333.78 feet, thence
2. by a line curving left with a radius of 3123.83 feet the distance of 303.67 feet with a chord bearing South 89 degrees, 47 minutes, 06 seconds East 303.55 feet and
3. North 87 degrees, 25 minutes, 49 seconds East 250.66 feet to an iron pipe found at the westernmost side of Rogers Avenue, as proposed to be relocated (now Howard County Department of Recreation Parks), thence binding thereon
4. by a line curving right with a radius of 25.00 feet the distance of 34.28 feet with a chord bearing South 53 degrees, 17 minutes, 11 seconds East 31.66 feet to a concrete monument found, thence

5. by a line curving left with a radius of 3620.00 feet the distance of 629.96 feet with a chord bearing South 18 degrees, 59 minutes, 18 seconds East 629.16 feet to a concrete monument found, thence leaving Rogers Avenue
6. South 87 degrees, 25 minutes, 49 seconds West 1020.31 feet to the easternmost side of West Springs Drive, as aforesaid, thence binding thereon,
7. North 15 degrees, 00 minutes, 00 seconds West 359.78 feet, thence
8. by a line curving right with a radius of 953.66 feet the distance of 298.62 feet with a chord bearing North 06 degrees, 01 minutes 46 seconds West 297.41 feet and
9. by a line curving right with a radius of 25.00 feet the distance of 39.30 feet with a chord bearing North 47 degrees, 58 minutes, 14 seconds East 35.37 feet to the place of beginning.

CONTAINING 14.354 acres of land, more or less.

TRACT FOUR

BEGINNING at a point on the south side of Town and Country Boulevard where it is intersected by a 25.00 foot radius forming the southwest corner of Town and Country Boulevard and West Springs Drive as now being described and running thence binding on the Westernmost side of West Springs Drive,

1. by a line curving right with a radius of 25.00 feet the distance of 39.25 feet with a chord bearing South 42 degrees, 01 minutes, 33 seconds East 35.34 feet
2. by a line curving left with a radius of 1033.66 feet the distance of 323.80 feet with a chord bearing South 06 degrees, 01 minutes, 33 seconds East 322.48 feet and
3. South 15 degrees, 00 minutes, 00 seconds East 342.15 feet, thence leaving West Springs Drive,
4. South 87 degrees, 25 minutes, 49 seconds West 660.37 feet to a concrete monument found,
5. North 00 degrees, 50 minutes; 52 seconds East 469.93 feet to a PK nail found in a stone,
6. South 87 degrees, 06 minutes, 52 seconds West 636.24 feet to an iron pin set and
7. North 07 degrees, 07 minutes, 40 seconds East 284.42 feet to the south side of Town and Country Boulevard, thence binding thereon
8. North 87 degrees, 06 minutes, 35 seconds East 289.85 feet
9. by a line curving right with a radius of 2884.56 feet the distance of 296.55 feet with a chord bearing South 89 degrees, 56 minutes, 43 seconds East 296.42 feet and
10. South 87 degrees, 00 minutes, 00 seconds East 521.64 feet to the place of beginning.

CONTAINING 13.249 acres of land, more or less.

TRACT FIVE

BEGINNING at an iron pipe found on the north side of Town and Country Boulevard where it is intersected by a 25.00 radius curve forming the northwest corner of Town and Country Boulevard and the

westernmost side of Rogers Avenue, as proposed to be relocated (now Howard County Department of Recreation and Parks), and running thence, binding on the north side of Town and Country Boulevard,

1. South 87 degrees, 25 minutes, 49 seconds West 227.33 feet,
2. by a line curving right with a radius of 3043.83 feet the distance of 295.89 feet with a chord bearing North 89 degrees, 47 minutes, 06 seconds West 295.77 feet,
3. North 87 degrees, 00 minutes, 00 seconds West 985.66 feet,
4. by a line curving left with a radius of 2964.56 feet the distance of 304.01 feet with a chord bearing North 89 degrees, 57 minutes, 09 seconds West 303.88 feet, and
5. South 87 degrees, 06 minutes, 35 seconds West 275.72 feet to the west outline of Town and Country West, thence with the west outline,
6. North 07 degrees, 07 minutes, 40 seconds East 619.61 feet to an iron pin set, and
7. North 34 degrees, 37 minutes, 40 seconds East 1300.00 feet to an iron pin set, thence with the northeast outline,
8. South 15 degrees, 00 minutes, 45 seconds East 3.01 feet,
9. South 62 degrees, 42 minutes, 37 seconds East 124.57 feet,
10. South 63 degrees, 47 minutes, 37 seconds East 399.19 feet,
11. South 55 degrees, 42 minutes, 37 seconds East 43.34 feet,
12. North 83 degrees, 30 minutes, 00 seconds East 46.02 feet,
13. South 53 degrees, 00 minutes, 00 seconds East 56.00 feet,
14. North 39 degrees, 56 minutes, 06 seconds East 20.98 feet,
15. South 65 degrees, 41 minutes, 46 seconds East 293.47 feet
16. South 21 degrees, 29 minutes, 00 seconds East 100.00 feet,
17. South 38 degrees, 29 minutes, 00 seconds East 250.00 feet,
18. South 12 degrees, 29 minutes, 00 seconds East 100.00 feet,
19. South 19 degrees, 29 minutes, 00 seconds East 200.00 feet,
20. South 21 degrees, 29 minutes, 00 seconds East 174.85 feet to the west side of Rogers Avenue, as proposed to be relocated, thence binding thereon,

21. by a line curving left with a radius of 3620.00 feet the distance of 557.04 feet with a chord bearing South 07 degrees, 30 minutes, 58 seconds East 556.49 feet to a concrete monument found, and
22. by a line curving right with a radius of 25.00 feet the distance of 43.35 feet with a chord bearing South 37 degrees, 45 minutes, 10 seconds West 38.12 feet to the place of beginning.

CONTAINING 58.335 acres of land, more or less.

TOGETHER WITH the non-exclusive use in common with others with a like right of certain recreational and community facilities and the roads and walkways leading to and from the same and such other easements granted in that certain Declaration by Monumental Properties, Inc., a Maryland corporation, dated April 23, 1970 and recorded among the Land Records of Howard County in Liber 531 at folio 393, (ii) the Amendment to Declaration dated June 1, 1970 and recorded among said Land Records in Liber 553 at folio 686, (iii) the Instrument dated June 14, 1972, further amending the aforesaid Declaration and recorded among said Land Records in Liber 597 at folio 151, and (iv) the Extension of Declaration dated June 18, 1973 and recorded among said Land Records in Liber 650 at folio 383.

TAX ID NOS. 02-231689 and 02-231670

THE FOREGOING REAL PROPERTY IS ALSO DESCRIBED AS FOLLOWS (AS SURVEYED DESCRIPTION):

CERTAIN TRACTS OR PARCELS OF LAND, SITUATE ON THE WATERS OF SUCKERBRANCH, IN THE SECOND ELECTION DISTRICT, HOWARD COUNTY, MARYLAND, BEING MORE PARTICULARLY BOUNDED AND DESCRIBED AS FOLLOWS:

TRACT ONE

BEGINNING at a 3/4" iron rod set on the westerly right-of-way line of Rogers Avenue (MD Rte. 99) at the northeast corner of the tract now being described;

Thence, with said Rogers Avenue, south 03 degrees 17 minutes 29 seconds West, a distance of 229.37 feet to a 3/4" iron rebar set on the northerly right-of-way line of Town and Country Boulevard;

Thence, leaving said right-of-way of Town and Country Boulevard by a curve to the right with a radius of 25.00 feet, an arc length of 39.27 feet, and a chord bearing of South 48 degrees 17 minutes 29 seconds West, a distance of 35.36 feet to a point;

Thence, with a curve to the left with a radius of 1773.46 feet, an arc length of 181.44 feet, and a chord bearing North 89 degrees, 38 minutes, 20 seconds West, a distance of 181.36 feet to a point;

Thence, South 87 degrees 25 minutes 49 seconds West, a distance of 433.04 feet to a 3/4" iron rebar set;

Thence, leaving said Town and Country Boulevard, North 08 degrees 59 minutes 24 seconds East, a distance of 230.01 feet to a concrete monument found;

Thence, North 35 degrees 53 minutes 21 seconds East, a distance of 363.10 feet to a 3/4" iron rebar set;
Thence, South 37 degrees 57 minutes 35 seconds East, a distance of 296.07 feet to a 3/4" iron rebar set;

Thence, South 85 degrees 35 minutes 59 seconds East, a distance of 223.27 feet to the place of beginning, containing 4.81 acres of land, more or less.

TRACT TWO

BEGINNING at an iron pin set on the westerly right-of-way line of Rogers Avenue (MD Rte. 99) at the southeast corner of the tract now being described;

Thence, leaving said Rogers Avenue, South 87 degrees 25 minutes 49 seconds West, a distance of 405.85 feet to a point on the easternmost side of Rogers Avenue as proposed to be relocated (now Howard County Department of Recreation and Parks);

Thence, North 23 degrees 58 minutes 30 seconds West, a distance of 46.97 feet to a concrete monument found;

Thence, with a curve to the right and a radius of 3500.00 feet, an arc length of 574.48 feet, and a chord bearing of North 19 degrees 16 minutes 22 seconds West, a distance of 573.84 feet to a concrete monument found;

Thence, with a curve to the right with a radius 25.00 feet, an arc length of 44.51 feet, and a chord bearing of North 36 degrees 25 minutes 47 seconds East, a distance of 38.86 feet to an iron pipe found on the southerly right-of-way line of Town and Country Boulevard;

Thence, with said Town and Country Boulevard for two (2) lines, North 87 degrees 25 minutes 49 seconds East, a distance of 460.00 feet to a point;

Thence, with a curve to the right with a radius of 1693.46 feet, an arc length of 173.25 feet and a chord bearing of South 89 degrees 38 minutes 20 seconds East, a distance of 173.17 feet to a point;

Thence, with a curve to the right with a radius of 25.00 feet, an arc length of 16.70 feet, and a chord bearing South 67 degrees 34 minutes 34 seconds East, a distance of 16.39 feet to a 3/4" iron rebar set on the westerly right-of-way line of Rogers Avenue (MD Rte. 99);

Thence, with said Rogers Avenue, South 04 degrees 04 minutes 30 seconds West, a distance of 94.12 feet to a 3/4" iron rebar set;

Thence, leaving said Rogers Avenue, North 71 degrees 49 minutes 34 seconds West, a distance of 183.74 feet to a 3/4" iron rebar found;

Thence, South 73 degrees 03 minutes 20 seconds West, a distance of 154.72 feet to a 3/4" iron rebar found;

Thence, South 02 degrees 56 minutes 02 seconds West, a distance of 180.27 feet to a 3/4" iron rebar found;

Thence, South 86 degrees 42 minutes 31 seconds East, a distance of 333.88 feet to a 3/4" iron rebar set on the westerly right-of-way line of Rogers Avenue;

Thence, with said Rogers Avenue, South 03 degrees 17 minutes 29 seconds West, a distance of 105.95 feet to a point;

Thence, with a curve to the right with a radius of 840.78 feet, an arc length of 230.34 feet, and a chord bearing South 11 degrees 08 minutes 23 seconds West, a distance of 229.62 feet to the place of beginning, containing 6.53 acres of land, more or less.

TRACT THREE

BEGINNING at a 3/4" iron rebar set at the southerly right-of-way line of Town and Country Boulevard at the intersection of West Spring Drive;

Thence, with said Town and Country Boulevard for three (3) lines, South 87 degrees 00 minutes 00 seconds East, 333.78 feet to a point;

Thence, with a curve to the left with a radius of 3123.83 feet, an arc length of 303.67 feet, and a chord bearing of South 89 degrees 47 minutes 06 seconds East, a distance of 303.55 feet to a point;

Thence, North 87 degrees 25 minutes 49 seconds East, a distance of 250.66 feet to a 1/2" iron pipe found;

Thence, with a curve to the right with a radius of 25.00 feet, an arc length of 34.28 feet, and a chord bearing of South 53 degrees 37 minutes 39 seconds East, a distance of 31.66 feet, to a concrete monument found;

Thence, with a curve to the left with a radius of 3620.00 feet, an arc length of 629.96 feet and a chord bearing South 18 degrees 59 minutes 28 seconds East, a distance of 629.17 feet, to a concrete monument found;

Thence, South 87 degrees 25 minutes 49 seconds West, a distance of 1020.31 feet to a 3/4" iron rebar set on the easterly right-of-way line West Spring Drive;

Thence, with said West Spring Drive for, three (3) lines, North 15 degrees 00 minutes 00 seconds West, a distance of 359.78 feet;

Thence, with a curve to the right with a radius of 953.66 feet, an arc length of 298.62 feet, and a chord bearing of North 06 degrees 01 minutes 46 seconds West, a distance of 297.40 feet to a point;

Thence, with a curve to the right with a radius of 25.00 feet, an arc length of 39.30 feet, and a chord bearing of North 47 degrees 58 minutes 14 seconds East, a distance of 35.38 feet to the place of beginning, containing 14.35 acres of land, more or less.

TRACT FOUR

BEGINNING at a 3/4" iron rebar set on the southerly right-of-way line of Town and Country Boulevard at the intersection of West Spring Drive;

Thence, with said West Spring Drive for three (3) lines, with a curve to the right with a radius of 25.00 feet, an arc length of 39.25 feet, and a chord bearing of South 42 degrees 01 minutes 44 seconds East, a distance of 35.34 feet to a point;

Thence, with a curve to the left with a radius of 1033.66 feet, an arc length of 323.80 feet, and a chord bearing of South 06 degrees 01 minutes 33 seconds East, a distance of 322.48 feet to a point;

Thence, South 15 degrees 00 minutes 00 seconds East, to a distance of 342.15 feet to a 3/4" iron rebar set;

Thence leaving said West Spring Drive, South 87 degrees 25 minutes 49 seconds West, a distance of 660.37 feet to a 1" iron pipe found;

Thence, North 00 degrees 31 minutes 18 seconds East, a distance of 470.15 feet to a PK nail found;

Thence, South 86 degrees 45 minutes 22 seconds West, a distance of 636.13 feet to a 3/4" iron rebar found;

Thence, North 07 degrees 07 minutes 40 seconds East, a distance of 284.42 feet to a 3/4" iron rebar set on the south side of Town and Country Boulevard;

Thence, North 87 degrees 06 minutes 35 seconds East, a distance of 289.86 feet to a point;

Thence, with a curve to the right with a radius of 2884.56 feet, an arc length of 296.55 feet, and a chord bearing of South 89 degrees 56 minutes 43 seconds East, a distance of 296.42 feet to a point;

Thence, South 87 degrees 00 minutes 00 seconds East, a distance of 521.64 feet to the place of beginning, containing 13.25 acres of land, more or less.

TRACT FIVE

Beginning at a 1/2" iron rebar found on the northerly right-of-way line of Town and Country Boulevard;

Thence, with said Town and Country Boulevard for five (5) lines, South 87 degrees 25 minutes 49 seconds West, a distance of 227.26 feet, to a point;

Thence, with a curve to the right with a radius of 3043.83 feet, an arc length of 295.89 feet, and a chord bearing of North 89 degrees 47 minutes 06 seconds West, a distance of 295.77 feet to a point;

Thence, North 87 degrees 00 minutes 00 seconds West, a distance of 985.65 feet to a point;

Thence with a curve to the left with a radius of 2964.56 feet, an arc length of 304.01 feet, and a chord bearing of North 89 degrees 57 minutes 09 seconds West, a distance of 303.88 feet to a point;

Thence, South 87 degrees 06 minutes 35 seconds West, a distance of 275.72 feet to a 3/4" iron rebar set;

Thence, leaving said Town and Country Boulevard, North 07 degrees 07 minutes 40 seconds East, a distance of 619.61 feet to a 3/4" iron rebar set;

Thence, North 34 degrees 37 minutes 40 seconds East, a distance of 1300.00 feet, to a 3/4" iron rebar set;

Thence, South 15 degrees 00 minutes 45 seconds East, a distance of 3.01 feet to a 3/4" iron rebar set;

Thence, South 62 degrees 42 minutes 37 seconds East, a distance of 124.57 feet to a 3/4" iron rebar set;

Thence, South 63 degrees 47 minutes 37 seconds East, a distance of 399.19 feet to a 3/4" iron rebar set;

Thence, South 55 degrees 42 minutes 37 seconds East, a distance of 43.34 feet to a 3/4" iron rebar set;

Thence, North 33 degrees 30 minutes 00 seconds East, a distance of 46.02 feet to a 3/4" iron rebar set;

Thence, South 53 degrees 00 minutes 00 seconds East, a distance of 56.00 feet to a 3/4" iron rebar set;

Thence, North 39 degrees 56 minutes 06 seconds East, a distance of 20.98 feet to a 3/4" iron rebar set;

Thence, South 65 degrees 41 minutes 46 seconds East, a distance of 293.47 feet to a 3/4" iron rebar set;

Thence, South 21 degrees 29 minutes 00 seconds East, a distance of 100.00 feet to a 3/4" iron rebar set;

Thence, South 38 degrees 29 minutes 00 seconds East, a distance of 250.00 feet to a 3/4" iron rebar set;

Thence, South 12 degrees 29 minutes 00 seconds East, a distance of 100.00 feet to a 3/4" iron rebar set;

Thence, South 19 degrees 29 minutes 00 seconds East, a distance of 200.00 feet to a 3/4" iron rebar set;

Thence, South 21 degrees 29 minutes 00 seconds East, a distance of 174.85 feet to a 3/4" iron rebar set;

Thence, with a curve to the left with a radius of 3620.00 feet, an arc length of 557.04 feet, and a chord bearing of South 07 degrees 30 minutes 58 seconds East, a distance of 556.49 feet to a concrete monument found;

Thence, with a curve to the right with a radius of 25.00 feet, an arc length of 43.35 feet, and a chord bearing of South 37 degrees 16 minutes 21 seconds West, a distance of 38.12 feet to the place of beginning, containing 58.33 acres of land, more or less.

TOGETHER WITH the non-exclusive use in common with others with a like right of certain recreational and community facilities and the roads and walkways leading to and from the same and such other easements granted in that certain Declaration by Monumental Properties, Inc., a Maryland corporation, dated April 23, 1970 and recorded among the Land Records of Howard County in Liber 531 at folio 393, (ii) the Amendment to Declaration dated June 1, 1970 and recorded among said Land Records in Liber 553 at folio 686, (iii) the Instrument dated June 14, 1972, further amending the aforesaid Declaration and recorded among said Land Records in Liber 597 at folio 151, and (iv) the Extension of Declaration dated June 18, 1973 and recorded among said Land Records in Liber 650 at folio 383.

TAX ID NOS. 02-231689 and 02-231670

2012

MARYLAND
FORM

LIBER 14115 FOLIO 111
Certification of Exemption from Withholding Upon
Disposition of Maryland Real Estate
Affidavit of Residence or Principal Residence

Based on the certification below, Transferor claims exemption from the tax withholding requirements of §10-912 of the Tax-General Article, Annotated Code of Maryland. Section 10-912 provides that certain tax payments must be withheld and paid when a deed or other instrument that effects a change in ownership of real property is presented for recordation. The requirements of §10-912 do not apply when a transferor provides a certification of Maryland residence or certification that the transferred property is the transferor's principal residence.

1. Transferor Information

Name of Transferor

STAR/HIRSCH HOWARD CROSSING L.L.C.

2. Reasons for Exemption

Resident
Status

- ☐ I, Transferor, am a resident of the State of Maryland.
☒ Transferor is a resident entity as defined in Code of Maryland Regulations (COMAR) 03.04.12.02B(11), I am an agent of Transferor, and I have authority to sign this document on Transferor's behalf.

Principal
Residence

- ☐ Although I am no longer a resident of the State of Maryland, the Property is my principal residence as defined in IRC 121 and is recorded as such with the State Department of Assessments and Taxation.

Under penalty of perjury, I certify that I have examined this declaration and that, to the best of my knowledge, it is true, correct, and complete.

3a. Individual Transferors

Witness

Name

Signature

3b. Entity Transferors

Witness/Affest

STAR/HIRSCH HOWARD CROSSING L.L.C.
(complete signature block attached)

Name of Entity

By

James E. Kane

Name

Vice President

Title

1	Type(s) of Instruments	() Check Box if Addendum Intake Form is Attached:						
		☒ Deed	☐ Mortgage	☐ Other	☐ Other			
		☐ Deed of Trust	☐ Lease					
2	Conveyance Type Check Box	☐ Improved Sale	☐ Unimproved Sale	☐ Multiple Accounts	☐ Not an Arms-			
		Arms-Length /1/	Arms-Length /2/	Arms Length /3/	Length Sale /9/			
3	Tax Exemptions (if Applicable)	Recordation						
	Cite or Explain Authority	State Transfer						
		County Transfer						
4	Consideration and Tax Calculations	Consideration Amount		Finance Office Use Only				
		Purchase Price/Consideration	\$ 186,000,000.00	Transfer and Recordation Tax Consideration				
		Any New Mortgage	\$.00	Transfer Tax Consideration \$				
		Balance of Existing Mortgage	\$	X() % \$				
		Other:	\$	Less Exemption Amount \$				
		Other:	\$	Total Transfer Tax \$				
		Full Cash Value	\$.00	Recordation Tax Consideration \$				
			X() per \$500 \$					
			TOTAL DUE \$					
5	Fees	Amount of Fees		Doc. 1	Doc. 2	Agent:		
		Recording Charge	\$75.		\$			
		Surcharge	\$40.		\$	Tax Bill:		
		State Recordation Tax	\$ 930000.00		\$			
		State Transfer Tax	\$ 930000.00		\$	C.B. Credit:		
		County Transfer Tax	\$ 1860000.00		\$			
		Other	\$		\$	Ag. Tax/Other:		
	Other	\$		\$				
6	Description of Property SDAT requires submission of all applicable information. A maximum of 40 characters will be indexed in accordance with the priority cited in Real Property Article Section 3-104(g)(3)(i).	District	Property Tax ID No.(1)	Grantor Liber/Folio	Man	Parcel No.	Var. LOG	
			02-231689 & 02-231670					1 1 (5)
		Subdivision Name		Lot (3a)	Block(3b)	Sect/AR(3c)	Plat Ref.	Sq Ft/Acreage(4)
								94.975A & 2.065A
		Location/Address of Property Being Conveyed (2)						
		Rogers Avenue and, Ellicott City, MD 21041						
		Other Property Identifiers (if applicable)			Water Meter Account No.			
		Residential [X] or Non-Residential []		Fee Simple [X] or Ground Rent []		Amount		
		Partial Conveyance? [] Yes [X] No		Description/Amt. of SqFt/Acreage Transferred:				
	If Partial Conveyance, List Improvements Conveyed:							
7	Transferred From	Doc. 1 - Grantor(s) Name(s)			Doc. 2 - Grantor(s) Name(s)			
		Star/ Hirsch Howard Crossing, L.L.C.						
		Doc. 1 - Owner(s) of Record, if Different from Grantor(s)			Doc. 2 - Owner(s) of Record, if Different from Grantor(s)			
8	Transferred To	Doc. 1 - Grantee(s) Name(s)			Doc. 2 - Grantee(s) Name(s)			
		Home Properties Howard Crossing, LLC						
		New Owner's (Grantee) Mailing Address						
	c/o Home Properties, L.P. 850 Clinton Square, Rochester, NY 14604							
9	Other Names to Be Indexed	Doc. 1 - Additional Names to be Indexed (Optional)			Doc. 2 - Additional Names to be Indexed (Optional)			
10	Contact/Mail Information	Instrument Submitted By or Contact Person				☒ Return to Contact Person		
		Name: Terrence M. Sullivan, Esq.				☐ Hold for Pickup		
		Firm: Ward & Klein Chartered				☐ Return Address Provided		
		Address: 2275 Research Blvd., Ste. 720, Rockville, MD 20850						
					Phone: 240-243-7200			
11	IMPORTANT: BOTH THE ORIGINAL DEED AND A PHOTOCOPY MUST ACCOMPANY EACH TRANSFER							
	Assessment Information	☒ Yes ☐ No	Will the property being conveyed be the grantee's principal residence?					
		☐ Yes ☒ No	Does transfer include personal property? If yes, identify:					
		☐ Yes ☒ No	Was property surveyed? If yes, attach copy of survey (If recorded, no copy required)					
	Assessment Use Only - Do Not Write Below This Line							
	[] Terminal Verification [] Agricultural Verification [] Whole [] Part [] Tran. Process Verification							
	Transfer Number	Date Received	Deed Reference	Assigned Property No.				
	Year	10	10	Geo	Map	Sub	Block	
	Land			Zoning	Grid	Plat	Lot	
	Buildings			Use	Parcel	Section	Occ. Cd	
	Total			Town Cd	Ex. St	Ex. Cd		

WORK ORDER: 0004103385
DATE: 03-06-2013 03:20 PM
AMT. PAID: \$20.00