

# CORPORATE CHARTER APPROVAL SHEET

**\*\*EXPEDITED SERVICE\*\***

**\*\* KEEP WITH DOCUMENT \*\***

DOCUMENT CODE TC1 BUSINESS CODE \_\_\_\_\_

# 16-07-00417400



1000362003412295

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

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

Merging (Transferor) \_\_\_\_\_

ID # 00000123 ACK # 1000362003412295  
PAGES: 0007  
BRANDYWINE WISCONSIN AVENUE LLC

06/12/2012 AT 12:18 P WO # 0003982794

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

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

### FEES REMITTED

Base Fee:	<u>20</u>
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 X Cash \_\_\_\_\_

Code \_\_\_\_\_

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

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

Approved By: SA A-01

Mail: Name and Address

Keyed By: SA

WOMBLE CARLYLE SANDRIDGE & RICE  
ATTN ELIZABETH C LEE  
STE 500  
1200 NINETEENTH ST NW  
WASHINGTON DC 20036

COMMENT(S):

Stamp Work Order and Customer Number HERE

CUST ID:0002766214  
WORK ORDER:0003982794  
DATE:06-12-2012 12:18 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: December 20, 2011

3. Name of Real Property Entity whose interest is being transferred: Brandywine Wisconsin Avenue LLC

4. Mailing address for Real Property Entity: c/o Brandywine Realty Trust, 555 East Lancaster Ave., Suite 100  
Radnor, PA 19087

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: \$ 67,500,000.00

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

a) Maryland Real Property	\$	<u>67,500,000.00</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:  
Z048773253

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: \$ 67,500,000.00



14.) Contact information for this filing:

Elizabeth C. Lee

(202) 857-4437

Name

Telephone

c/o Womble Carlyle, 1200 19th Street, NW, #500

Washington

DC 20036

Address

City

State

Zip code

## ADDENDUM TO REPORT OF TRANSFER OF CONTROLLING INTEREST

Brandywine Wisconsin Avenue LLC, a Delaware limited liability company (the "Real Property Entity") is the owner of 7101 Wisconsin Avenue, Bethesda, Maryland 20814 (the "Maryland Property").

The transfer that is the subject of this Report (the "Transfer") involves the contribution of 100% of the membership interests in the Real Property Entity from Brandywine Acquisition Partners LP ("BAP") to Brandywine AI Venture LLC ("Brandywine Venture"), a wholly-owned subsidiary of BAP.

BAP is the owner of 100% of the membership interests in Brandywine Venture.

Prior to the Subject Transaction, BAP owned 100% of the membership interests in the Real Property Entity. After the Transfer, BAP owns 100% of the membership interests in Brandywine Venture, which owns 100% of the membership interests in the Real Property Entity. Accordingly, the Transfer is exempt from transfer and recordation taxes on transfers of controlling interests in real property pursuant to Section 12-117 (c)(3) of the Maryland Code. [transfer of a controlling interest in a real property entity to another business if the ownership interests in the transferee business entity are held by the same persons and in the same proportion as in the real property entity the controlling interest of which was transferred].

An Organizational chart reflecting the Transfer is attached.

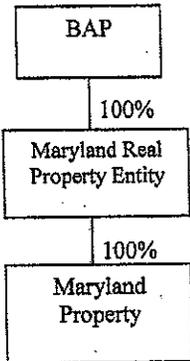
BAP = Brandywine Acquisition Partners LP

Brandywine Venture = Brandywine AI Venture LLC

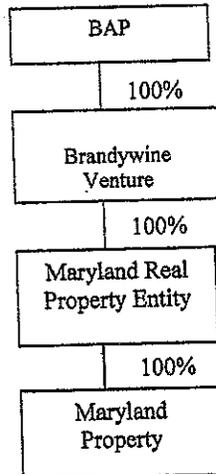
Maryland Real Property Entity = Brandywine  
Wisconsin Avenue LLC

Maryland Property = 7101 Wisconsin Avenue, Bethesda, MD

**BEFORE TRANSFER**



AFTER TRANSFER



CUST ID:0002766214  
WORK ORDER:0003982794  
DATE:06-12-2012 12:18 PM  
AMT. PAID:\$20.00