

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: May 8, 2012

3. Name of Real Property Entity whose interest is being transferred: Upton Village, LLP

4. Mailing address for Real Property Entity: 751 Park of Commerce Drive, Suite 128, Boca Raton, FL 33487

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

6. State of formation: Maryland

7. Total consideration for the controlling interest being transferred: \$ 10,422,102.00

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

- a) Maryland Real Property \$ 10,422,102.00
- 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: \$ 10,422,102.00

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

Parcel 1:

Baltimore 11-18-00-004003 13.853 acres, Kintore Drive
 County Name SDAT Account No. Address or brief description

Description of building/improvements: Upton Village Apartments

Title holder if different from Item 3 above: Upton Village, LLC

Consideration attributable to the parcel: \$ 7,608,134.46

Parcel 2:*

Baltimore 11-18-00-003997 8.7486 acres, Upton Road
 County Name SDAT Account No. Address or brief description

Description of building/improvements: Upton Village Apartments

Title holder if different from Item 3 above: Upton Village, LLC

Consideration attributable to the parcel: \$ 2,813,967.54

*If more than two parcels, attach a separate sheet and indicate total number of parcels: 4

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>10,422,102</u>	x	<u>10,422,102</u>	= \$	<u>10,423,000</u>	x	<u>0.5%</u>	= \$	<u>52,115</u>
			Item 8a amount		Total amount		Co. Rate		Co. Recordation
Item 9 amount: \$	<u>10,422,102</u>				\$ <u>10,422,102</u>	x	<u>0.5%</u>		= \$ <u>52,111</u>
					Total amount		St. Rate		State Transfer
					\$ <u>10,422,102</u>	x	<u>1.5%</u>		= \$ <u>156,332</u>
					Total amount		Co. Rate		Co. Transfer

Total Taxes \$ 260,552

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]
 Signature of authorized filer

6/3/12
 Date

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Continuation Sheet

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

Parcel 3:

Baltimore	11-18-00-003998	2.953 acres, Upton Road
_____	_____	_____
County Name	SDAT Account No.	Address or brief description
Description of building/improvements: <u>Upton Village Apartments (utility drainage)</u>		
Title holder if different from Item 3 above: <u>Upton Village, LLC</u>		
Consideration attributable to the parcel: \$ <u>0.00</u>		

Parcel 4:

Baltimore	11-18-00-004000	.594 acre, Upton Road
_____	_____	_____
County Name	SDAT Account No.	Address or brief description
Description of building/improvements: <u>Upton Village Apartments (open space)</u>		
Title holder if different from Item 3 above: <u>Upton Village, LLC</u>		
Consideration attributable to the parcel: \$ <u>0.00</u>		

14.) Contact information for this filing:

Kevin J. Kelehan, Esq.

410-740-4600

Name

Telephone

10715 Charter Drive

Columbia

MD 21044

Address

City

State

Zip code

CUST ID:0002763654
WORK ORDER:0003980234
DATE:06-06-2012 01:11 PM
AMT. PAID:\$260,572.00