

After recording mail to:  
American Public University System, Inc.  
111 West Congress Street  
Charles Town, West Virginia 25414

### **QUITCLAIM DEED**

THIS QUITCLAIM DEED, made and entered into this 3<sup>rd</sup> day of November, 2010, by  
**AG/IRG WPM RANSON, L.L.C.**, a Delaware limited liability company, party of the first part  
(hereinafter, "Grantor"), to **AMERICAN PUBLIC UNIVERSITY SYSTEM, INC.**, a West  
Virginia corporation, party of the second part (hereinafter, "Grantee");

#### **WITNESSETH:**

That, for and in consideration of the sum of Ten Dollars (\$10.00) cash and other good  
and valuable consideration passing from Grantee to Grantor, the receipt of all of which is hereby  
acknowledged, Grantor does hereby remise, release, and quitclaim unto Grantee all of Grantor's  
rights, title, and interests in and to all that certain tract or parcel of land, with the improvements  
thereon and all rights, privileges, easements, rights-of-way, and other appurtenances thereunto  
belonging or appertaining, situate, lying, and being in Charles Town Corporation District,  
Jefferson, West Virginia, as more particularly bounded and described as follows:

Beginning at the common boundary line between the cities of Ranson and Charles  
Town and in the western limit of Lawrence Street, thence SW 03-06-31  
approximately 85 feet to the NW corner of the intersection of Railroad Avenue  
and Lawrence Street, thence crossing Lawrence Street SW 85-57-12  
approximately 60 feet to the NE corner of the intersection of Lawrence Street and  
Railroad Avenue, thence with the eastern boundary of Lawrence Street NW 03-  
06-31 100 feet to the common boundary between the cities of Ranson and Charles  
Town, thence with the common boundaries of the City of Ranson and Charles  
Town in a southwesterly direction, approximately SW 63-14-47 64.55 feet to the  
point of beginning;

AND BEING the same real estate abandoned and vacated by the City of Charles  
Town by that certain ordinance entitled "An Ordinance Vacating Lawrence Street and  
Twenty Foot Alleyway in the City of Charles Town, Jefferson County, West Virginia"

adopted July 22, 1992 by the Charles Town City Council, and of record in the Office of the Clerk of the County Commission of Jefferson County, West Virginia, in Deed Book 1086, at page 445;

SUBJECT TO AND TOGETHER WITH all those rights, reservations, restrictions, covenants, conditions, assessments, easements, and rights-of-way of record.

DECLARATION OF CONSIDERATION OR VALUE

Under the penalties of fine and imprisonment as provided by law, the undersigned Grantor hereby declares that this document is a quitclaim deed without consideration and, therefore, it is not subject to the West Virginia Excise Tax on the Privilege of Transferring Real property.

CERTIFICATION OF EXEMPTION FROM WITHHOLDING

The undersigned Grantor claims exemption from the tax withholding requirements of Section 11-21-71b of the West Virginia Code and, as the basis for such exemption, hereby certifies under penalties of perjury that (i) the Grantor is a resident entity as defined in said Section 11-21-71b, and (ii) the property is transferred under a deed that includes a statement of consideration indicating that the consideration payable is zero.

WITNESS the following signature and seal:

**AG/IRG WPM RANSON, L.L.C.**  
a Delaware limited liability company

By: AG WPM Manager, Inc.  
a Delaware corporation

Its: ~~Manager~~

By:  \_\_\_\_\_

Name: DANA ROFFMAN

Its: VICE PRESIDENT


STATE OF New York,

COUNTY OF New York, TO-WIT:

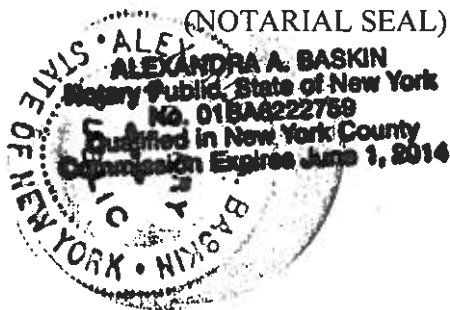
I, Alexandra Baskin, a notary public of said county, do certify that Dana Hoffman, the Vice President of AG WPM MANAGER, INC., the Manager of AG/IRG WPM RANSON, L.L.C., whose name is signed to the writing hereto annexed, bearing date as of the 3<sup>rd</sup> day of November, 2010, has this day in my said county, before me, acknowledged the same to be the act and deed of AG/IRG WPM RANSON, L.L.C.

Given under my hand this 4<sup>th</sup> day of November, 2010.

My commission expires: June 1, 2014.

  
Notary Public

(NOTARIAL SEAL)



This instrument was prepared by Michael J. Funk, Attorney at Law, 1250 Edwin Miller Boulevard, Suite 300, Martinsburg, West Virginia 25404.