

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

## **SPECIAL WARRANTY DEED**

THIS 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 grant, bargain, sell, and convey unto Grantee, in fee simple, with covenants of special warranty, those certain tracts or parcels 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 partly in Ranson Corporation District and partly in Charles Town Corporation District, Jefferson, West Virginia, as more particularly bounded and described as follows:

#### **Tract I:**

Beginning at (246) a P-K Nail (in block wall) found, corner to 111 West Congress, LLC (D.B. 1066 P. 247) and in the northern right-of-way limits of The Winchester and Potomac Railroad Company; thence with said Railroad Company, North 77°10'48" West 221.87-feet to (245) a Mag Nail (in block wall) found, in the eastern right-of-way limits of Buchanan Street a 60' R/W; thence with said Buchanan Street, North 5°16'10" East passing (244) a 5/8-inch Rebar (Dewberry) found, at 190.48-feet, in all 319.58-feet to (431) a Drill Hole, set, in the southern right-of-way limits of 2nd Avenue, R/W width Varies; thence with said 2nd Avenue, North 73°37'49" East 282.65-feet to (255) a Point, corner to Northern Virginia Power Co. (D.B. 184 P. 117); thence with said Northern Virginia Power Co. for the next two lines, South 16°17'26" East passing (89) a 1-1/4" Iron Pipe with bronze disk, found at 1.77-feet, in all 152.25-feet to (254) a 5/8" Rebar (Dewberry) found; thence, North 73°37'49" East 25.35-feet to (253) a 5/8" Rebar

(no cap) found, corner to McKinney (D.B. 958 P. 27); thence with said McKinney, South 26°52'52" West 164.30-feet to (250) a Railroad Spike, found, in the western right-of-way limits of Old Bridge Road; thence with said Old Bridge Road for the next two lines, South 27°34'45" West 51.64-feet to (249) a 5/8" Rebar (Dewberry) cap, found; thence, South 36°08'59" West 41.00-feet to (248) a 5/8" Rebar (Dewberry) cap, found, corner to said 111 West Congress, LLC; thence with said 111 West Congress, LLC for the next two lines, South 29°08'59" West 52.00-feet to (247) a 5/8" Rebar (Dewberry) cap, found; thence, South 5°23'59" West 37.46-feet to the place of beginning, containing 2.5224 acres, more or less, as shown upon that certain Plat of Survey prepared by Appalachian Surveys, PLLC, dated 29 September 2010, and recorded in the office of the Clerk of the County Commission of Jefferson County, West Virginia, in Plat Book 25, at page 259;

AND BEING part of the same real estate conveyed to AG/IRG WPM Ranson, L.L.C. from WPM Properties, LLC, by deed dated April 30, 2007, and recorded in the aforesaid Clerk's Office in Deed Book No. 1036, at page 661;

**Tract II:**

Beginning at (239) a P-K Nail, found, corner to Railroad Avenue, a 50' R/W, and in the western right-of-way limits of Buchanan Street a 60' R/W; thence with said Railroad Avenue for the next two lines, North 77°10'48" West 206.39-feet to (238) a Mag Nail, found; thence, South 73°37'48" West 102.52-feet to (237) a Mag Nail, (in a railroad tie) found, in the northern right-of-way limits of The Winchester and Potomac Railroad Company; thence with said Railroad Company, North 77°10'48" West 76.47-feet to (261) a Railroad Spike (in wood deck) found, corner to City of Ranson Building Commission (D.B. 1064 P. 518); thence with said City of Ranson Building Commission for the next two lines, North 12°14'07" East 97.37-feet to (1078) a Chainlink Fence Post; thence, North 74°11'58" East 279.69-feet to (252) a Point, in the southern right-of-way limits of 2<sup>nd</sup> Avenue, R/W width Varies; thence with said 2<sup>nd</sup> Avenue, North 73°37'49" East 110.71-feet to (251) a Mag Nail, set, in the western right-of-way limits of said Buchanan Street; thence with said Buchanan Street, South 5°16'10" West passing (243) a 5/8-inch Rebar (Dewberry) found, at 129.10-feet, in all 237.39-feet to the place of beginning, containing 1.3302 acres, more or less, as shown upon that certain Plat of Survey prepared by Appalachian Surveys, PLLC, dated 29 September 2010, and recorded in the office of the Clerk of the County Commission of Jefferson County, West Virginia, in Plat Book 25, at page 259;

AND BEING part of the same real estate conveyed to AG/IRG WPM Ranson, L.L.C. from WPM Properties, LLC, by deed dated April 30, 2007, and recorded in the aforesaid Clerk's

Office in Deed Book No. 1036, at page 661;

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

TO HAVE AND TO HOLD the above-described real estate unto the said American Public University System, Inc. in fee simple forever.

DECLARATION OF CONSIDERATION OR VALUE

Under the penalties of fine and imprisonment as provided by law, the undersigned Grantor hereby declares that the total consideration paid for the property conveyed by the document to which this declaration is appended is \$1,100,000.

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 the Grantor is a resident entity as defined in said Section 11-21-71b.

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: Michael Chang

Its: Vice President


STATE OF New York,

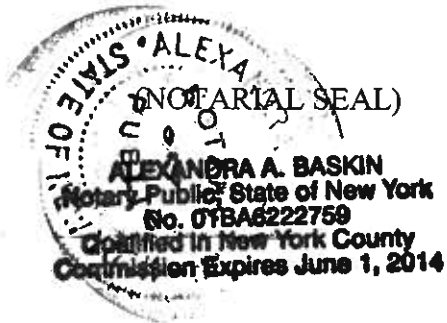
COUNTY OF New York, TO-WIT:

I, Alexandra Baskin, a notary public of said county, do certify that Michael Chang, 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 29<sup>th</sup> day of October, 2010.

My commission expires: June 1, 2014.

  
Notary Public



Jennifer S Maghan  
JEFFERSON County 02:48:46 PM  
Instrument No 2010022373  
Date Recorded 11/09/2010  
Document Type DEED  
Book-Page 1086-450  
Recording Fee \$11.00  
Transfer Tax \$4,840.00  
HB4331 Tax \$2,420.00  
Additional \$25.00

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