

After recording mail to:
City of Charles Town
101 E. Washington Street, PO Box 14
Charles Town, West Virginia 25414-0014
Attn: Joe Cosentini, City Clerk

QUITCLAIM DEED

THIS QUITCLAIM DEED, made and entered into this 15th day of August, 2011, by **AMERICAN PUBLIC UNIVERSITY SYSTEM, INC.**, a West Virginia corporation, party of the first part (hereinafter, "Grantor"), to the **CITY OF CHARLES TOWN**, a West Virginia municipal 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, quitclaim, and dedicate 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 quitclaimed to American Public University System, Inc. by AG/IRG WPM Ranson, L.L.C. by quitclaim deed dated November 3, 2011, and recorded in the Office of the Clerk of the County Commission of Jefferson County, West Virginia, in Deed Book No. 1086, at page 454;

AND FURTHER 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 20, 1992 by the Charles Town City Council, and of record in the aforesaid Clerk’s Office in Deed Book 1086, at page 445, the intent of this quitclaim deed being to restore to the City of Charles Town the real estate and right-of-way thereby abandoned and vacated;

EXCEPTING AND RESERVING THEREFROM, however, a permanent easement on, over, and under the portion of real property designated Easement “A” on that certain *Plat of Survey Showing Lot A and Easements “A” – “E”* dated 26 August 2008, made by Karen K. Brill, PS, of Dewberry & Davis, LLC, and recorded in the Office of the Clerk of the County Commission of Jefferson County in Plat Cabinet 25, at Slide 167, for the purpose of maintaining, repairing, and replacing existing structures and improvements thereon, and for the purpose of maintaining existing elevations, grades, and access to adjacent structures, which easement shall serve and benefit the parcel of land lying to the East of Easement “A,” run with such land, and benefit and be binding upon American Public University System, Inc. and the City of Charles Town and their respective successors and assigns;

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:

**AMERICAN PUBLIC UNIVERSITY
SYSTEM, INC.**
a West Virginia corporation

By: 

Its: EVP and CFO

STATE OF WEST VIRGINIA,

COUNTY OF JEFFERSON, TO-WIT:

I, Amie L. Pappas, a notary public of said county, do certify
that Harry Wilkins, the EVP and CFO of AMERICAN PUBLIC

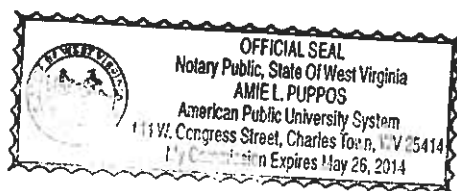
UNIVERSITY SYSTEM, INC., whose name is signed to the writing hereto annexed, bearing date as of the 15th day of August, 2011, has this day in my said county, before me, acknowledged the same to be the act and deed of said corporation.

Given under my hand this 15 day of August, 2011.

My commission expires: May 26, 2014

[Signature]
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.