

20130911000368310 1/8 \$1635.00
Shelby Cnty Judge of Probate, AL
09/11/2013 08:29:01 AM FILED/CERT

SPACE ABOVE RESERVED FOR RECORDER

Prepared under local supervision by:

Kevin Boroumand, Esq. @ Simpson Thacher & Bartlett LLP
425 Lexington Ave, NY, NY 10017

Record and return to:

Kevin Boroumand, Esq. @ Simpson Thacher & Bartlett LLP
425 Lexington Ave, NY, NY 10017

Site: Birmingham, AL Fairfield Inn

Real property tax bills to be sent to:

WHM LLC on behalf of Grantee
Post Office Box 396
Boca Raton, FL 33429

Instrument:

Limited Warranty Deed

Dated:

As of the earliest notary date, but effective as of Sept 3, 2013.

Grantor:

BRE Select Hotels Properties LLC, a Delaware limited liability company, with an office at c/o Blackstone Real Estate Partners VII L.P., 345 Park Avenue, New York, New York 10154.

Grantee:

BRE Select Hotels Southeast LLC, a Delaware limited liability company, with an office at c/o Blackstone Real Estate Partners VII L.P., 345 Park Avenue, New York, New York 10154.

Nature of Instrument:

This Instrument is between entities solely owned by a common parent, and accordingly, there is no change in beneficial interest.

Witnesseth:

That the Grantor, in consideration of the sum of \$1 (or as otherwise provided on Schedule of Consideration, if annexed) paid by Grantee, the receipt and sufficiency of which is hereby acknowledged, does hereby grant, bargain, sell, convey, transfer, assign and warrant unto Grantee, its successors and assigns, all of its estate, right, title and interest in and to that certain plot, piece or parcel of land, together with the buildings and improvements thereon erected, described on SCHEDULE A hereto (the "Premises").

Shelby County, AL 09/11/2013
State of Alabama
Deed Tax: \$1600.00

Together with:

All right, title and interest (if any) of Grantor in and to any streets and roads abutting the Premises to the center line thereof, as well as any gaps, strips or gores on, around or within the Premises.

Together with:

All right, title and interest (if any) of Grantor in and to any hereditaments and appurtenances, and all of the estate and rights of Grantor.

To have and to hold:

The Premises herein conveyed unto the Grantee, its successors and assigns forever.

Warranty as to the Premises Conveyed Herein:

Notwithstanding anything to the contrary, Grantor only covenants with Grantee that:

1. Grantor is lawfully seized of the fee simple title;
2. The fee simple title is free from all encumbrances, except (a) easements, covenants, conditions, reservations, restrictions, rights of way, liens, grants, mineral rights, reversionary interests and all other rights, titles or interests in or to the Premises, if any, disclosed by the public records, (b) real estate taxes and assessments, both general and special, which may be a lien and which are either (i) not due and payable as of the date of this instrument, or (ii) are due and payable, but not delinquent, as of the date of this instrument and (c) that certain Lease Agreement dated May 14, 2013, between BRE SELECT HOTELS PROPERTIES LLC, BRE SELECT HOTELS AZ LLC, BRE SELECT HOTELS TUSCALOOSA LLC, BRE SELECT HOTELS REDMOND LLC, BRE SELECT HOTELS NC L.P., AND BRE SELECT HOTELS TX L.P., as Lessors, and BRE SELECT HOTELS OPERATING LLC, as Tenant;
3. Rights or claims of tenants, if any, as tenants only;
4. Matters which would be disclosed by an accurate land survey;
5. Zoning, building and other land use laws, ordinances and regulations; and
6. Grantor has a good right and lawful authority to sell and convey the fee simple title.

Subject to the foregoing, Grantor warrants the fee simple title to immediate Grantee only (i.e. shall not extend any successor grantee) and Grantor will defend the fee simple title from all lawful claims of immediate Grantee only.

In witness whereof:

The undersigned, pursuant to proper authority, has duly executed, acknowledged and delivered this instrument as of the day and year first above written.

BRE Select Hotels Properties LLC, a Delaware limited liability company

By: _____

Name: Brian Kim

Title: Managing Director and Vice President

Witness #1 --- As to Premises in CT, FL, GA & PA:

Name: _____

Witness #2 --- As to Premises in CT, FL, GA, & PA:

Name: _____

Notary Public --- As to Premises in GA:

Notary Public --- Commission expires ____/____/____

The following acknowledgment page, including notary execution, is hereby incorporated by reference into this page as if set forth hereon in its entirety.



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County of New York, State of NY:

Multi-State Acknowledgment:

On September, 3 2013, before me, the undersigned officer, personally appeared Brian Kim personally known and acknowledged himself to me (or proved to me on the basis of satisfactory evidence) to be the Managing Director and Vice President of **BRE Select Hotels Properties LLC** (the "Grantor") and that as such officer, being duly sworn, and being authorized to do so pursuant to its bylaws or a resolution of its board of directors, executed, subscribed and acknowledged the due execution of the foregoing instrument for the purposes therein contained, by signing the name of the Grantor by himself in his authorized capacity as such officer as his free and voluntary act and deed and the free and voluntary act and deed of the Grantor. *** Witness my hand and official seal.

Uniform Acknowledgment which is also the prescribed NY form and is supplemental to the foregoing acknowledgment:

On September, 3 2013, before me, the undersigned, a Notary Public in and for said State, personally appeared Brian Kim, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument. *** Witness my hand and official seal.



Notary Public --- Commission expires 5/21/2015

ROBIN ASSA
NOTARY PUBLIC, State of New York
No. 01AS6168570
Qualified in Kings County
Commission Expires May 21, 2015



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Schedule of Consideration (and claimed exemptions):

As to Premises in FL, NC, NJ & PA:

The actual monetary (and taxable, as applicable) consideration is \$0.

As to Premises in AL:

See separate Real Estate Sales Validation Form (not for recording)

As to Premises in CO:

This deed transfers real property in exchange for \$500 or less of consideration.

As to Premises in VA:

Exempt from recordation tax pursuant to 58.1-811.A.10.

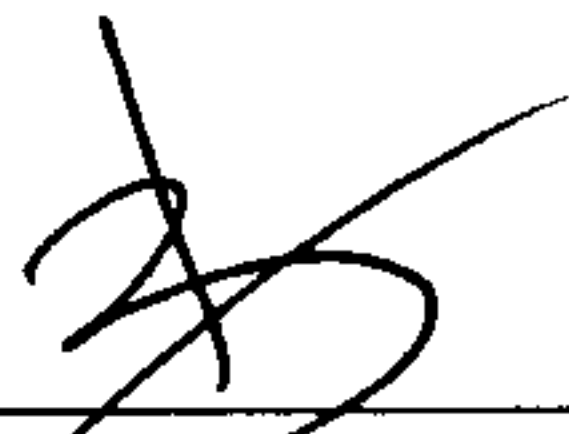
As to Premises in NJ:

This is a conveyance with consideration of less than \$100 (and the land is not encumbered by an existing mortgage).

As to Premises in SC:


Exempt under SC Code, 12-2-25 and 12-24-10 from taxation.

Grantor by:



Name: Brian Kim
Title: Managing Director and Vice President

Grantee by:



Name: Brian Kim
Title: Managing Director and Vice President



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SCHEDULE A:

See annexed LEGAL DESCRIPTION of Premises




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Property: **707 Key Drive, Birmingham, AL 35242**

Lot 4A1 of Blumberg's Resurvey, as recorded in Map Book 19, Page 102, in the Probate Office of Shelby County, Alabama, and being situated in the Northwest 1/4 of Section 36, Township 18 South, Range 2 West, Shelby County, Alabama, and being more particularly described as follows:

Begin at the Southwest corner of said Northwest 1/4 of the Northwest 1/4 of Section 36, Township 18 South, Range 2 West and run North along the West line of said 1/4 - 1/4 Section 289.22 feet; thence an interior angle of 51 degrees 22 minutes 09 seconds and run to the right in a southeasterly direction 83.03 feet; thence an interior angle of 269 degrees 42 minutes 38 seconds and run to the left in a northeasterly direction 68.18 feet; thence an interior angle of 180 degrees 01 minutes 00 seconds and run to the left continuing in a northeasterly direction 193.71 feet; thence an interior angle of 90 degrees 00 minutes 00 seconds and run to the right in a southeasterly direction 6.04 feet; thence an interior angle of 270 degrees 00 minutes 00 seconds and run to the left in a northeasterly direction 4.00 feet; thence an interior angle of 90 degrees 00 minutes 00 seconds and run to the right in a southeasterly direction 5.00 feet; thence an interior angle of 90 degrees 00 minutes 00 seconds and run to the right in a southwesterly direction 5.00 feet; thence an interior angle of 90 degrees 00 minutes 00 seconds and run to the right in a northwesterly direction 8.14 feet; thence an interior angle of 270 degrees 00 minutes 00 seconds and run to the left in a southwesterly direction 180.64 feet; thence an interior angle of 270 degrees 00 minutes 00 seconds and run to the left in a southeasterly direction 3.36 feet; thence an interior angle 90 degrees 00 minutes 00 seconds and run to the right in a southwesterly direction 12.06 feet; thence an interior angle of 270 degrees 00 minutes 32 seconds and run to the left in southeasterly direction 241.61 feet; thence an interior angle of 93 degrees 05 minutes 32 seconds and run to the right in a southwesterly direction 173.95 feet to a point on the South line of said 1/4 - 1/4 section; thence turn an interior angle of 123 degrees 59 minutes 43 seconds and run right southwesterly direction 198.95 feet to the point of beginning.

**Together with all those certain appurtenant easements, rights and other benefits created by and described in that certain Cross Easement Agreement, dated February 14, 1995, recorded as Instrument #1995-04461.
A.P.N. 027360001009.003**


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Real Estate Sales Validation Form

This Document must be filed in accordance with Code of Alabama 1975, Section 40-22-1

Grantor's Name BRE Select Hotel Properties LLC
Mailing Address 345 Park Avenue
New York, New York
10154

Grantee's Name BRE Select Hotels Southeast LLC
Mailing Address 345 Park Avenue
New York, NY
10154

Property Address 707 Key Drive
Birmingham, AL
35242

Date of Sale _____
Total Purchase Price \$ _____
or
Actual Value \$ \$1,600,000
or
Assessor's Market Value \$ _____

The purchase price or actual value claimed on this form can be verified in the following documentary evidence: (check one) (Recordation of documentary evidence is not required)

☐ Bill of Sale
☐ Sales Contract
☐ Closing Statement
☒ Appraisal
☒ Other mortgage recordation tax order

If the conveyance document presented for recordation contains all of the required information referenced above, the filing of this form is not required.

Instructions

Grantor's name and mailing address - provide the name of the person or persons conveying interest to property and their current mailing address.

Grantee's name and mailing address - provide the name of the person or persons to whom interest to property is being conveyed.

Property address - the physical address of the property being conveyed, if available.

Date of Sale - the date on which interest to the property was conveyed.

Total purchase price - the total amount paid for the purchase of the property, both real and personal, being conveyed by the instrument offered for record.

Actual value - if the property is not being sold, the true value of the property, both real and personal, being conveyed by the instrument offered for record. This may be evidenced by an appraisal conducted by a licensed appraiser or the assessor's current market value.

If no proof is provided and the value must be determined, the current estimate of fair market value, excluding current use valuation, of the property as determined by the local official charged with the responsibility of valuing property for property tax purposes will be used and the taxpayer will be penalized pursuant to Code of Alabama 1975 § 40-22-1 (h).

I attest, to the best of my knowledge and belief that the information contained in this document is true and accurate. I further understand that any false statements claimed on this form may result in the imposition of the penalty indicated in Code of Alabama 1975 § 40-22-1 (h).

Date 9/9/13

Print Brian Kim

☐ Unattested

Sign [Signature]

(verified by)

(Grantor/Grantee/Owner/Agent) circle one



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Form RT-1