

20141006000312670 1/9 \$5158.00
Shelby Cnty Judge of Probate, AL
10/06/2014 01:47:32 PM FILED/CERT

Prepared by, and after recording return to:

Dwight L. Mixson, Jr.
Burr & Forman LLP
420 North 20th Street, Suite 3400
Birmingham, Alabama 35203
(205) 251-3000

Return to:
Kellie Andrade
First National Financial Title Services, Inc.
3237 Sateilite Blvd, Bldg 300, Suite 450
Duluth, GA 30096
File No. H9626-C

STATE OF ALABAMA) **STATUTORY WARRANTY DEED**
SHELBY COUNTY)

KNOW ALL MEN BY THESE PRESENTS, That:

In consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Lion ES Hotels Holdings, LLC, a Delaware limited liability company ("Grantor"), does hereby grant, bargain, sell, and convey unto BRE Newton Hotels Property Owner LLC, a Delaware limited liability company ("Grantee") certain real property in Shelby County, Alabama, more particularly described in **Exhibit A** attached hereto and made a part hereof, together with all improvements, fixtures, easements and appurtenances with respect thereto (collectively, the "Property"), subject only to the matters listed on **Exhibit B** attached hereto.

TO HAVE AND TO HOLD the Property unto Grantee, its successors and assigns forever.

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Shelby County, AL 10/06/2014
State of Alabama
Deed Tax: \$5120.00

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.

GRANTOR:

LION ES HOTELS HOLDINGS, LLC, a Delaware limited liability company

By: Lion ES Hotels Holdings GP, LLC, a Delaware limited liability company, its managing member

By: Lion ES Mezz Borrower, LLC, a Delaware limited liability company, its sole member

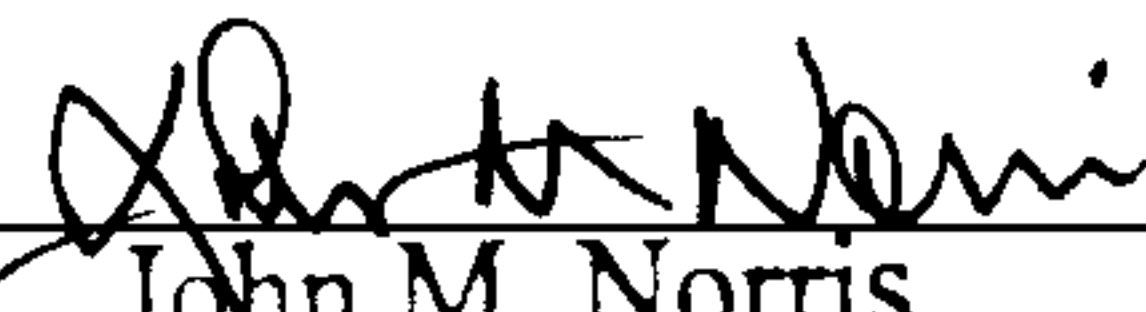
By: Lion ES Mezz Borrower II, LLC, a Delaware limited liability company, its sole member

By: Lion ES Mezz Borrower III, LLC, a Delaware limited liability company, its sole member


By: Lion ES Merger, LLC, a Delaware limited liability company, its sole member

By: Lion ES Management, LLC, a Delaware limited liability company, its manager

By: Clarion Partners, LLC, a New York limited liability company, its manager

By: 
Name: John M. Norris
Title: Authorized Signatory

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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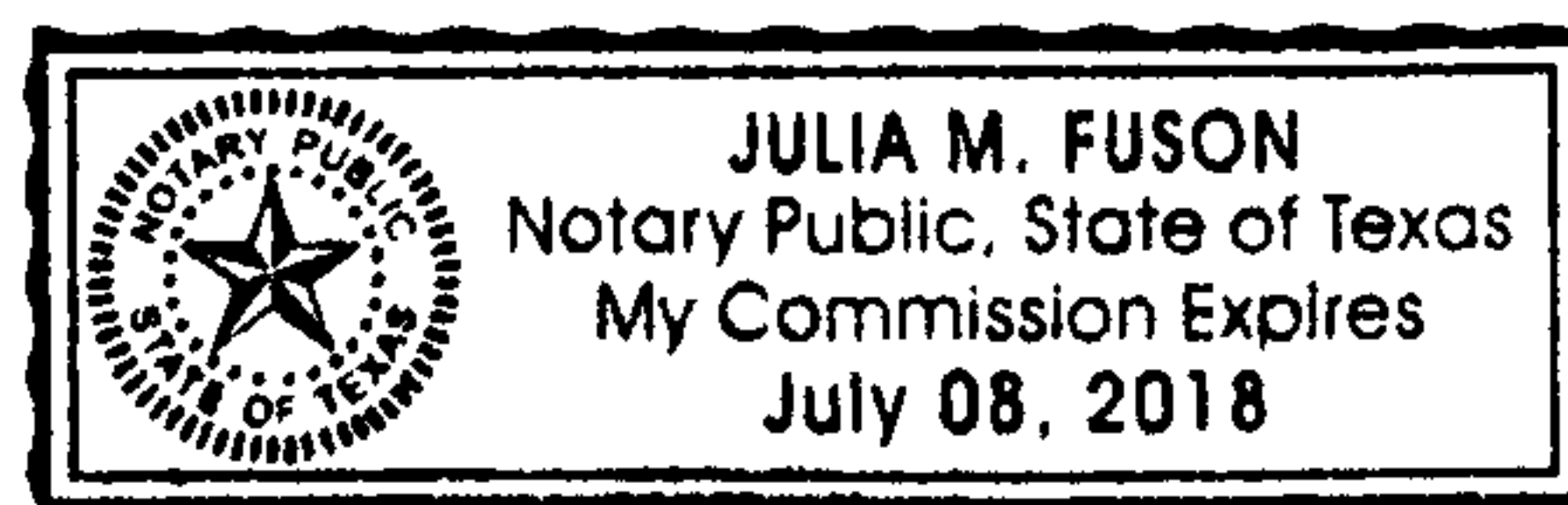
County of Dallas, State of TX:
Multi-State-Acknowledgment:

On 9 / 12 / 14, before me, the undersigned officer, personally appeared John M. Norris personally known and acknowledged himself / herself to me (or proved to me on the basis of satisfactory evidence) to be the **Authorized Signatory** of the foregoing executing entity (the "Entity"), and that as such officer, being duly sworn, and being authorized to do so pursuant to its operating agreement and/or resolution, executed, subscribed and acknowledged the due execution of the foregoing instrument for the purposes therein contained, by signing the name of the Entity 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 Entity. *** Witness my hand and official seal.

Uniform Acknowledgment --- Supplemental to the foregoing acknowledgment:

On 9 / 12 / 14, before me, the undersigned, a Notary Public in and for said State, personally appeared John M. Norris, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he / she / they executed the same in his / her / their authorized capacity(ies), and that by his / her / their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument. *** Witness my hand and official seal.

Julia M. Fuson
Notary Public --- Commission expires 7 / 8 / 18



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Exhibit A

Legal Description

Property: Birmingham Residence Inn, Birmingham, Shelby County, Alabama

PARCEL I

Being a part of the Southwest Quarter of the Northeast Quarter of Section 36, Township 18 South, Range 2 West, Shelby County, Alabama, and being more particularly described as follows:

Commence at the Southeast corner of the Southwest Quarter of the Northeast Quarter of Section 36, Township 18 South, Range 2 West, Shelby County, Alabama and run West along the South line of said Quarter-Quarter section for a distance of 263.21 feet to the point of beginning; thence continue West along the last described course a distance of 696.06 feet; thence 90 degree(s) 00 minute(s) right and in a Northerly direction for a distance of 95.00 feet; thence 43 degree(s) 00 minute(s) left and in a Northwesterly direction for a distance of 127.00 feet; thence 43 degree(s) 30 minute(s) right and in a Northerly direction for a distance of 75.00 feet to a point situated on the Southeasterly right-of-way line of a proposed road and said point of curve of a curve to the right said curve to the right having a radius of 610.14 feet and a central angle of 37 degree(s) 16 minute(s) 38 second(s); thence 72 degree(s) 00 minute(s) right to the chord of said curve to the right and run Northeasterly along the Southeasterly right-of-way line of the proposed road and the arc of said curve to the right for a distance of 396.96 feet to the end of said curve to the right and the beginning of a curve to the left and said curve to the left having a radius of 319.14 feet and a central angle of 25 degree(s) 30 minute(s) 50 second(s); thence Northeasterly along the Southeasterly right-of-way line of proposed road and the arc of said curve for a distance of 142.24 feet; thence 101 degree(s) 28 minute(s) 36 second(s) right from the chord of last stated curve and in a Southerly direction for a distance of 117.17 feet; thence 82 degree(s) 08 minute(s) 06 second(s) left and in an Easterly direction for a distance of 65.46 feet; thence 71 degree(s) 05 minute(s) 09 second(s) left and in a Northeasterly direction for a distance of 61.78 feet to a point on the approximate lake shore; thence 99 degree(s) 36 minute(s) 57 second(s) right and in a Southeasterly direction along the approximate lake shore for a distance of 57.08 feet; thence 19 degree(s) 26 minute(s) 40 second(s) right and in a Southeasterly direction along the approximate lake shore for a distance of 73.28 feet; thence 0 degree(s) 38 minute(s) 40 second(s) right and in a Southeasterly direction along the approximate lake shore for a distance of 81.94 feet; thence 25 degree(s) 42 minute(s) 01 second(s) left and in a Southeasterly direction along the approximate lake shore for a distance of 50.71 feet; thence 24 degree(s) 37 minute(s) 55 second(s) right and in a Southeasterly direction along the approximate lake shore for a distance of 94.93 feet; thence 17 degree(s) 49 minute(s) 50 second(s) right and in a Southeasterly direction along the approximate lake shore for a distance of 52.74 feet; thence 74 degree(s) 12 minute(s) 26 second(s) right and in a Southwesterly direction for a distance of 83.74 feet to the point of beginning.

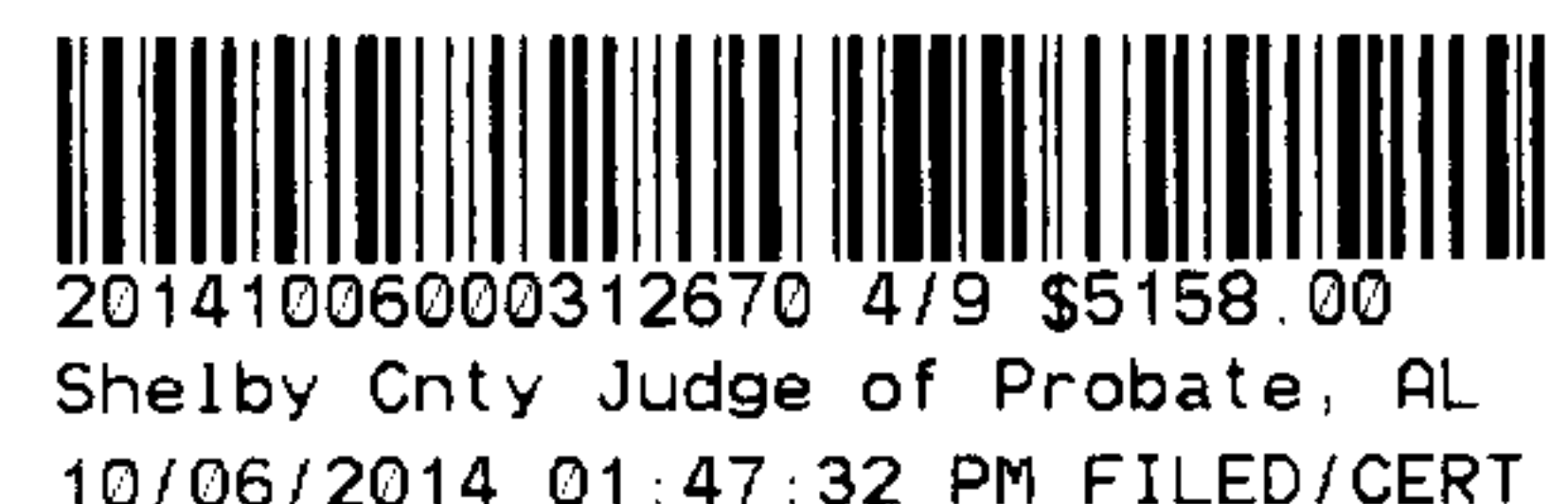
Tax parcel No. 02-7-36-0-001-019.00

Also a Non-Exclusive Easement for ingress and egress described as follows:

PARCEL II

Being a part of the Southwest Quarter of the Northeast Quarter and the Southeast Quarter of the Northwest Quarter, Section 36, Township 18 South, Range 2 West, Shelby County, Alabama, more particularly described as follows:

Commence at the Southeast corner of the Southwest Quarter of the Northeast Quarter of said Section; thence run West along the South line of said Southwest Quarter of the Northeast Quarter for a distance of 1020.17 feet; thence 62 degree(s) 50 minute(s) 45 second(s) left and in a Southwesterly direction for a



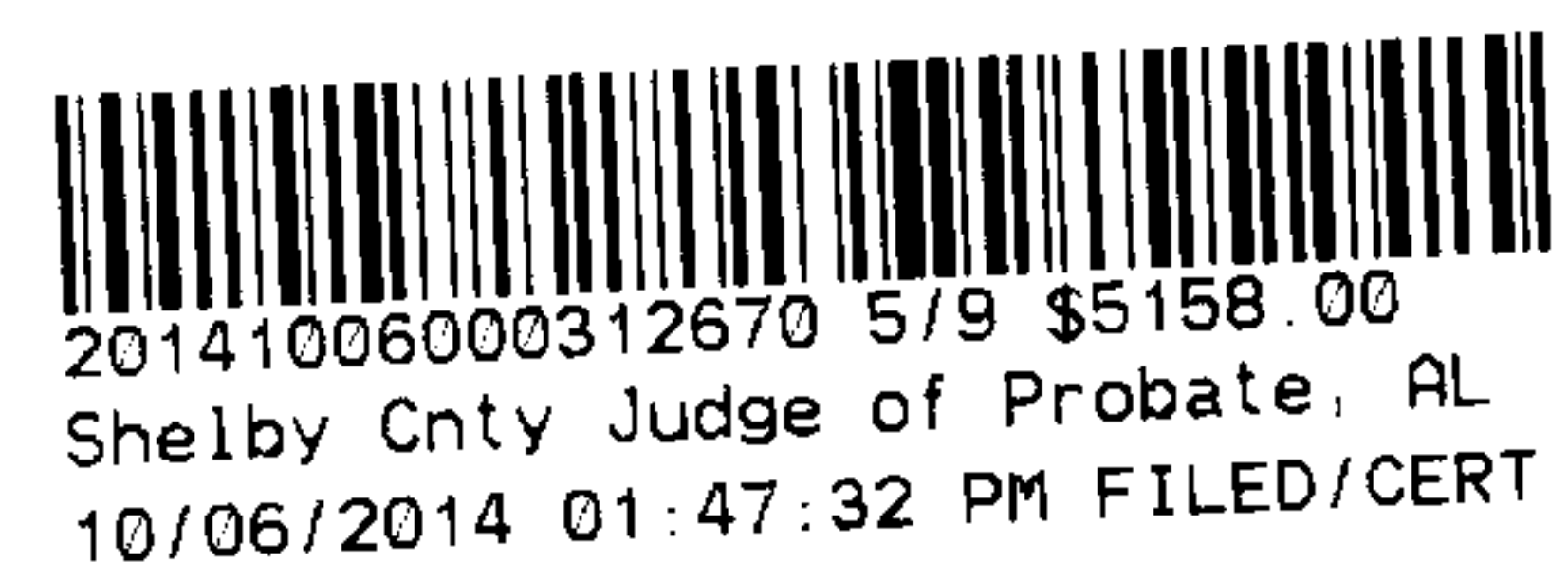
distance of 54.50 feet to a point of the Northeasterly right-of-way line of US Highway No. 280. said right-of-way being in a curve to the right, curving Northerly, said curve to the right having a radius of 5639.58 feet and a central angle of 2 degree(s) 23 minute(s) 16 second(s); thence 92 degree(s) 28 minute(s) 13 second(s) right to the chord of said curve to the right and run in a Northeasterly direction along the Northeasterly right-of-way line of U.S. Highway No. 280 and the arc of said curve to the right for a distance of 235.02 feet to the point of beginning, said point being the point of intersection of the Northeasterly right-of-way line of U.S. Highway No. 280 with the Southeasterly right-of-way line of a proposed road, said proposed road right-of-way being in a curve to the right, curving Northeasterly, said curve to the right having a radius of 377.81 feet and a central angle of 22 degree(s) 27 minute(s) 01 second(s); thence 101 degree(s) 00 minute(s) 43 second(s) right from the chord of the U.S. Highway No. 280 curve to the chord of the curve of the proposed road and run Northeasterly along the Southeasterly right-of-way line of the proposed road and the arc of the curve for a distance of 148.04 feet to the end of said curve; thence at tangent to said curve continue Northeasterly along the Southeasterly right-of-way line of the proposed road for a distance of 130.32 feet to the beginning of a curve to the right, said curve to the right having a radius of 610.14 feet and a central angle of 18 degree(s) 38 minute(s) 19 second(s); thence Northeasterly along the arc of said curve and the Southeasterly right-of-way line of the proposed road for a distance of 198.48 feet to the end of curve; thence 90 degree(s) 00 minute(s) Left from the tangent of said curve and in Northwesterly direction for a distance of 60.00 feet to a point on the Northwesterly right-of-way line of proposed road, said point being situated on a curve to the left and curving Southwesterly, said curve having a radius of 670.14 feet and a central angle of 18 degree(s) 38 minute(s) 19 second(s); thence continue Southwesterly along the Northwesterly right-of-way line of the proposed road and the arc of said curve to the left for a distance of 218.00 feet to the end of said curve; thence 90 minute(s) 00 minute(s) right from the tangent of said curve in a Northwesterly direction for a distance of 15.00 feet; thence 90 degree(s) 00 minute(s) left and in a Southwesterly direction along the Northwesterly right-of-way line of proposed road for a distance of 179.92 feet to the beginning of a curve to the left, said curve to the left having a radius of 422.57 feet and a central angle of 17 degree(s) 23 minute(s) 48 second(s); thence continue Southwesterly along the Northwesterly right-of-way line of the proposed road and the arc of said curve for a distance of 128.30 feet to the end of said curve and the point of intersection of the Northwesterly right-of-way line of the proposed road with the Northeasterly right-of-way line of U.S. Highway No. 280, the Northeasterly right-of-way line of U.S. Highway No. 280 being in a curve to the left, curving Southeasterly, said curve having a radius of 5639.58 feet and a central angle of 00 degree(s) 54 minute(s) 54 second(s); thence Southeasterly along the arc of said curve to the left and the Northeasterly right-of-way line of U.S. Highway No. 280 for a distance of 90.06 feet to the point of beginning.

The above described "Non-Exclusive Easement" shall terminate upon the completion of the road way to be constructed thereon, and upon the dedication to and acceptance by Shelby County, Alabama, as a dedicated public street.

Also a slope easement for ingress and egress to the Lakeshore described as follows:

PARCEL III:

Commence at the Southeast corner of the Southwest Quarter of the Northeast Quarter of Section 36, Township 18 South, Range 2 West, Shelby County, Alabama, and run West along the South line of said Quarter-Quarter section for a distance of 263.21 feet; thence 145 degree(s) 18 minute(s) 42 second(s) right and in a Northeasterly direction for a distance of 83.74 feet; thence 74 degree(s) 12 minute(s) 26 second(s) left and in a Northwesterly direction for a distance of 52.74 feet; thence 17 degree(s) 49 degree(s) 50 second(s) left and in a Northwesterly direction for a distance of 94.93 feet; thence 24 degree(s) 37 minute(s) 55 second(s) left and in a Northwesterly direction for a distance of 50.71 feet; thence 25 degree(s) 42 minute(s) 01 second(s) right and in a Northwesterly direction for a distance of 81.94 feet; thence 0 degree(s) 38 minute(s) 40 second(s) left and in a Northwesterly direction for a distance of 73.28 feet; thence 19 degree(s) 26 minute(s) 40 second(s) left and in a Northwesterly direction for a distance of 57.08 feet; thence 99 degree(s) 36 minute(s) 57 second(s) left and in a Southwesterly direction for a distance of 61.78 feet to the point of beginning of the slope easement herein described; thence 71 degree(s) 05 minute(s) 09 second(s) right and in a Westerly direction for a distance



of 65.46 feet; thence 82 degree(s) 08 minute(s) 06 second(s) right and in a Northerly direction for a distance of 45.00 feet; thence 99 degree(s) 11 minute(s) 54 second(s) right and in an Easterly direction for 86.23 feet; thence 107 degree(s) 34 minute(s) 51 second(s) right and in a Southwesterly direction for a distance of 45.00 feet to the point of beginning.

PARCEL IV:

Also, a Non-Exclusive Sign Easement, being more particularly described as follows:

Commence at the Southeast corner of the Southwest Quarter of the Northeast Quarter of Section 36, Township 18 South, Range 2 West, Shelby County, Alabama and run West along the South line of said Quarter-Quarter section for a distance of 1020.17 feet; thence 62 degree(s) 50 minute(s) 45 second(s) left and in a Southwesterly direction for a distance of 54.50 feet to a point on the Northeasterly right-of-way line of U.S. Highway No. 280. said right-of-way line being in a curve to the right, curving Northerly, said curve to the right having a radius of 5639.58 feet and a central angle of 3 degree(s) 18 minute(s) 10 second(s); thence 92 degree(s) 55 minute(s) 40 second(s) right to the chord of said curve to the right and run Northwesterly along the Northeasterly right of way line of U.S. Highway No. 280, and the arc of said curve to the right for a distance of 325.08 feet to the point of beginning. Said point being the point of intersection of the Northeasterly right- of-way line of U.S. Highway No. 280 and the Northwesterly right-ofway line of a proposed road; thence continue Northwesterly along the Northeasterly right-of-way line of U.S. Highway No. 280 and the arc of a curve to the right having a radius of 5639.58 feet and a central angle of 0 degree(s) 09 minute(s) 10 second(s) for a distance of 15.04 feet; thence 90 degrees 00 minute(s) right from the tangent of said curve to the right for a distance of 21.49 feet; thence 95 degree(s) 17 minute(s) 24 second(s) right and in a Southeasterly direction for a distance of 16.48 feet to a point on the Northwesterly right- of-way line of a proposed road, said point being situated on a curve to the left, curving Southerly, said curve to the left having a radius of 422.57 feet and a central angle of 2 degree(s) 42 minute(s) 42 second(s); thence run Southwesterly along the Northwesterly right-of-way line of the proposed road and the arc of said curve to the left for a distance of 20.00 feet to the point of beginning. Situated in Shelby County, Alabama.

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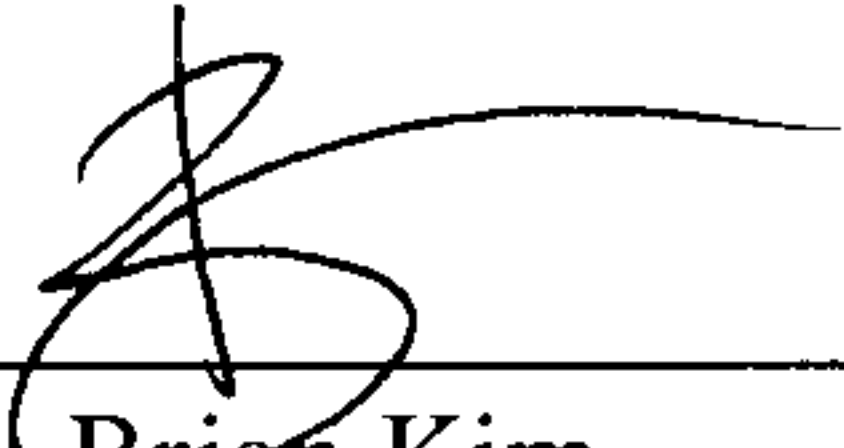
EXHIBIT B


The exceptions appearing in the coinsured Owner's Policy covering the premises conveyed herein issued to the grantee named herein as of the date of the recording of this instrument by Fidelity National Title Insurance Company.



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BRE Newton Hotels Property Owner LLC, a
Delaware limited liability company

By: 
Name: Brian Kim
Title: Managing Director and Vice President


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[Signature page to Real Estate Sales Validation – 3 Greenhill Parkway]

Real Estate Sales Validation Form

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

Grantor's Name Lion ES Hotels Holdings, LLC
Mailing Address c/o Clarion Partners, LLC
1717 McKinney Avenue, Suite
1900
Dallas, Texas 75202

Grantee's Name BRE Newton Hotels Property Owner LLC
Mailing Address c/o Blackstone Real Estate Partners
VII L.P.
345 Park Avenue
New York, NY 10028


Property Address 3 Greenhill Parkway at US
Hwy 280
Birmingham, AL 35242

Date of Sale _____
Total Purchase Price \$5,120,000.00
\$ or _____
Actual Value \$ _____
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


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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 _____

Print Brian Kim

Unattested

Sign _____

(verified by)

(Grantor/Grantee/Owner/Agent) circle one

Form RT-1