



20110623000184120 1/7 \$2880.00
Shelby Cnty Judge of Probate, AL
06/23/2011 03:24:38 PM FILED/CERT

STATE OF ALABAMA)
COUNTY OF SHELBY)

This instrument prepared by,
after recording please return to, and
send tax notice to:

Balch & Bingham LLP
1310 Twenty Fifth Avenue
Gulfport, Mississippi 39501
Attn: Charles A. Oimage, Esq.

STATUTORY WARRANTY DEED

THIS INDENTURE, made this 20th day of June, 2011, by **SHARP PELHAM, L.L.C.**, an Alabama limited liability company, having an address of 400 Union Hill Drive, Suite 300, Birmingham, Alabama 35209, Attention: Samuel W. Sharp (hereinafter called "**Grantor**"), in favor of **ENCORE RETAIL BPTC, LLC**, a Delaware limited liability company, having an address of c/o Encore Retail, LLC, 5005 LBJ Freeway, Suite 1200, Dallas, Texas 75244, Attention: Nicholas K. Barber (hereinafter called "**Grantee**"; the words "Grantor" and "Grantee" to include their respective heirs, successors and assigns where the context requires or permits).

W I T N E S S E T H, T H A T:

GRANTOR, for and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00) and other good and valuable consideration, the receipt whereof is hereby acknowledged, has granted, bargained, sold and conveyed, and by these presents does grant, bargain, sell and convey unto Grantee, its successors and assigns, all of Grantor's right, title and interest in and to that certain parcel of land located in the City of Pelham, County of Shelby, State of Alabama, as more particularly described in Exhibit "A" attached hereto and incorporated herein by this reference, together with all the tenements, hereditaments and appurtenances thereto belonging or in anywise thereto appertaining (the "**Property**").

TO HAVE AND TO HOLD the above granted and described Property, together with all

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State of Alabama
Deed Tax: \$2850.00

and singular the rights, privileges, easements, tenements and appurtenances thereunto belonging, or in anywise appertaining unto Grantee, its heirs, successors and assigns, in fee simple, forever.

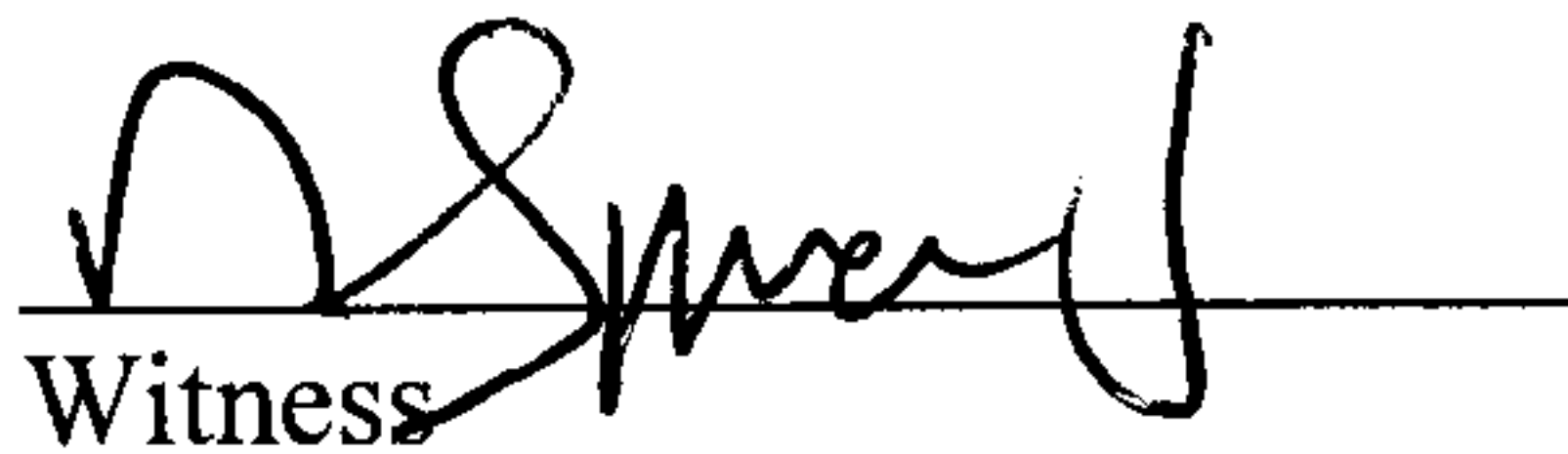
THIS CONVEYANCE and the warranties herein contained are expressly made subject only to those liens, encumbrances, restrictions and other matters set forth on Exhibit "B" attached hereto and incorporated herein by this reference (the "***Permitted Exceptions***").

AND THE SAID GRANTOR will warrant and forever defend the right and title to the above described Property unto Grantee, its successors and assigns, from the time Grantor obtained title until the date Grantor conveys its interest in the Property to the Grantee.

[No further text on this page; signature page follows]

IN TESTIMONY WHEREOF, Grantor set its hand and seal as of the day and year first above written.

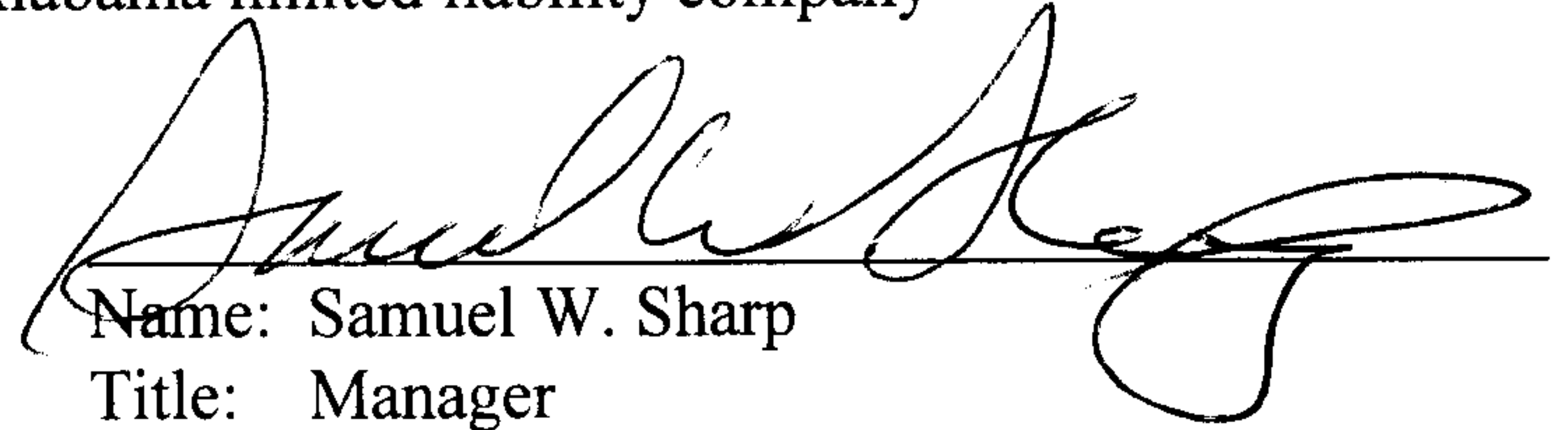
Signed, sealed and delivered
in the presence of:


Witness

GRANTOR:

SHARP PELHAM, L.L.C.,
an Alabama limited liability company

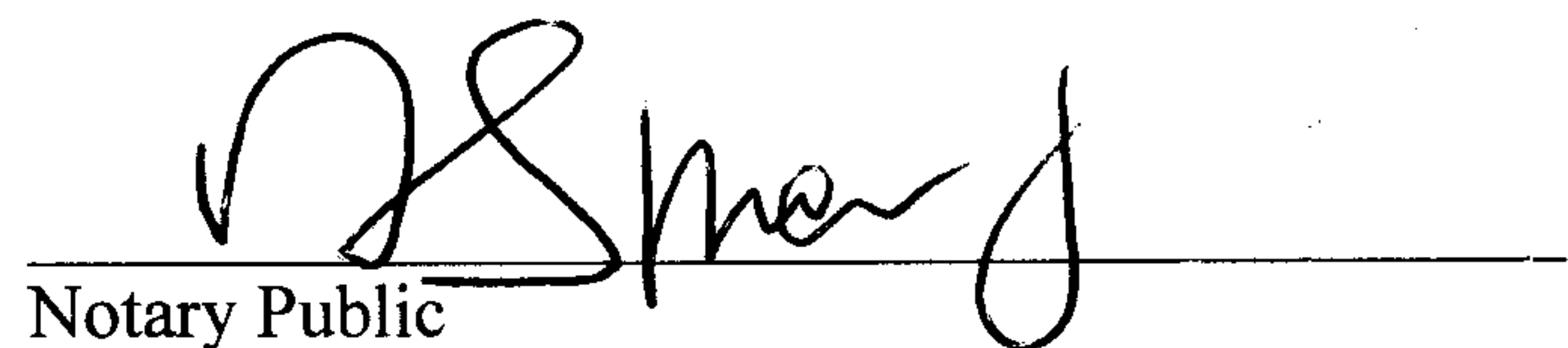
By:


Name: Samuel W. Sharp
Title: Manager

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned Notary Public in and for said County and said State, hereby certify that **Samuel W. Sharp**, whose name as Manager of Sharp Pelham, L.L.C., an Alabama limited liability company, is signed to the foregoing Statutory Warranty Deed and who is known to me acknowledged before me on this day that, being informed of the contents of the Deed, he, as such manager, and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand and official seal this the 17th day of June 2011,
2011.


Notary Public

Name: _____

My commission expires: _____

ROBERT H. SPRAIN, JR
NOTARY PUBLIC - ALABAMA
JEFFERSON COUNTY
My Commission Expires
JUNE 29, 2013

Exhibit "A"

Legal Description of the Property

Lot 1A, Resurvey of Lots 1, 2, 3, 4, 5, 7 and 8, Pelham Town Center, as recorded in Map Book 40, Page 87, in the Office of the Judge of Probate, Shelby County, Alabama.

Being the same property as:


A parcel of land situated in the Southwest one-quarter of Section 19, Township 20 South, Range 2 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Southwest corner of the Southwest one-quarter of the Southwest one-quarter of said Section; thence run South 89 degrees 58 minutes 11 seconds East for a distance of 645.80 feet to the point of commencement of a curve to the right, said curve having a radius of 720.00 feet, a central angle of 06 degrees 05 minutes 18 seconds, a chord bearing of North 11 degrees 10 minutes 26 seconds East for a chord distance of 76.47 feet; thence run along arc of said curve for a distance of 76.51 feet to the point of commencement of a reverse curve to the left, said curve having a radius of 780.00 feet, a central angle of 14 degrees 27 minutes 15 seconds, a chord bearing of North 06 degrees 59 minutes 28 seconds East for a chord distance of 196.25 feet; thence run along arc of said curve for a distance of 196.77 feet; thence run North 00 degrees 14 minutes 10 seconds West for a distance of 317.88 feet to the POINT OF BEGINNING; thence run along last described course for a distance of 300.00 feet; thence run North 89 degrees 45 minutes 50 seconds East for a distance of 241.63 feet; thence run North 00 degrees 14 minutes 10 seconds West for a distance of 333.14 feet; thence run South 85 degrees 59 minutes 18 seconds East for a distance of 162.05 feet; thence run North 27 degrees 07 minutes 20 seconds East for a distance of 103.19 feet; thence run North 04 degrees 01 minutes 50 seconds East for a distance of 119.92 feet to a point on the Southernmost right of way line of Shelby County Highway 52 (right of way varies); thence run South 76 degrees 52 minutes 19 seconds East along said right of way for a distance of 65.83 feet; thence leaving said right of way, run South 04 degrees 01 minutes 50 seconds West for a distance of 65.73 feet; thence run North 85 degrees 58 minutes 10 seconds West for a distance of 17.56 feet; thence run South 02 degrees 34 minutes 52 seconds West for a distance of 110.87 feet to the point of commencement of a curve to the right, said curve having a radius of 89.50 feet, a central angle of 25 degrees 08 minutes 43 seconds, a chord bearing of South 74 degrees 50 minutes 47 seconds East for a chord distance of 38.96 feet; thence run along arc of said curve for a distance of 39.28 feet to the point of commencement of a reverse curve to the left, said curve having a radius of 45.50 feet, a central angle of 27 degrees 57 minutes 44 seconds, a chord bearing of South 76 degrees 15 minutes 18 seconds East for a chord distance of 21.99 feet; thence run along arc of said curve for a distance of 22.21 feet; thence run North 89 degrees 45 minutes 50 seconds East for a distance of 110.69 feet to the point of commencement of a curve to the left, said curve having a radius of 82.50 feet, a central angle of 89 degrees 09 minutes 25 seconds, a chord bearing of North 45 degrees 11 minutes 07 seconds East for a chord distance of 115.81 feet; thence run along arc of said curve for a distance of 128.38 feet; thence run North 00 degrees 36 minutes 23 seconds East for a distance of 59.35 feet to a point on the said Southernmost right of way line of Shelby County Highway 52; thence run South 79 degrees 39 minutes 20 seconds East along said right of way for a distance of 52.19 feet; thence leaving said right of way, run South 00 degrees 36 minutes 23 seconds West for a

distance of 75.45 feet; thence run South 36 degrees 47 minutes 32 seconds West for a distance of 128.88 feet; thence run North 89 degrees 21 minutes 05 seconds West for a distance of 127.62 feet; thence run South 00 degrees 12 minutes 58 seconds East for a distance of 173.56 feet; thence run South 70 degrees 27 minutes 05 seconds East for a distance of 121.02 feet; thence run North 89 degrees 45 minutes 50 seconds East for a distance of 86.76 feet; thence run South 00 degrees 36 minutes 23 seconds West for a distance of 35.10 feet; thence run North 71 degrees 07 minutes 47 seconds West for a distance of 39.54 feet; thence run South 00 degrees 03 minutes 55 seconds East for a distance of 435.03 feet; thence run South 89 degrees 45 minutes 50 seconds West for a distance of 515.68 feet; thence run North 00 degrees 14 minutes 10 seconds West for a distance of 90.46 feet; thence run South 89 degrees 45 minutes 50 seconds West for a distance of 239.44 feet to the POINT OF BEGINNING. Said parcel contains 429,786 square feet or 9.87 acres more or less.

Exhibit "B"

Permitted Exceptions


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1. All taxes for the year 2011 and subsequent years, not yet due and payable.
2. Any prior reservation or conveyance, together with release of damages, of minerals of every kind and character, including, but not limited to, oil, gas, sand and gravel in, on and under subject premises.
3. Terms and conditions of that certain Lease by and between Sharp Pelham, LLC, an Alabama limited liability company and Publix Alabama, LLC, an Alabama limited liability company dated July 6, 2007. Memorandum of Lease filed in connection therewith recorded in Instrument 20071004000464330, First Amendment to Memorandum of Lease recorded in Instrument 20071004000464340, and Second Amendment to Memorandum of Lease recorded in Instrument 20080715000285300, in the Probate Office of Shelby County, Alabama.
4. Terms and conditions of that certain Lease by and between Sharp Pelham, LLC, an Alabama limited liability company and Subway Real Estate Corp., a Delaware corporation dated February 12, 2009. Memorandum of Lease filed in connection therewith recorded in Instrument 20100216000045830, in the Probate Office of Shelby County, Alabama.
5. Rights of tenants, as tenants only, in possession, under any prior validly existing and unrecorded leases.
6. 20' sanitary sewer easement, 20' drainage easement, 20' utility easement, 20' water easement, ingress and egress easements and 50' building setback lines as dedicated and set out in Map Book 39, page 69 and Map Book 40, page 87, in the Probate Office of Shelby County, Alabama, as shown on the survey dated 5/26/2011, being last revised 6/14/2011, prepared by Michael R. Bridges, PLS of Gonzalez-Strength & Associates, Inc., Alabama Registration No. 25650.
7. Easement to the City of Pelham for sewer and water mains, as recorded in Instrument 1999-18784 and Instrument 1999-18785, in the Probate Office of Shelby County, Alabama, as shown on the survey dated 5/26/2011, being last revised 6/14/2011, prepared by Michael R. Bridges, PLS of Gonzalez-Strength & Associates, Inc., Alabama Registration No. 25650.
8. Declaration of Utility Easement, as recorded in Instrument 20040610000314500, in the Probate Office of Shelby County, Alabama, as shown on the survey dated 5/26/2011, being last revised 6/14/2011, prepared by Michael R. Bridges, PLS of Gonzalez-Strength & Associates, Inc., Alabama Registration No. 25650.
9. Driveway right of way easement, as recorded in Deed Book 314, Page 861;

Instrument 20040401000168120 and Instrument 20071004000464320, in the Probate Office of Shelby County, Alabama, as shown on the survey dated 5/26/2011, being last revised 6/14/2011, prepared by Michael R. Bridges, PLS of Gonzalez-Strength & Associates, Inc., Alabama Registration No. 25650.

10. Maintenance Agreement by and between Sharp Pelham, LLC, an Alabama limited liability company and the City of Pelham recorded in Instrument 20071127000539670, and re-recorded in Instrument 20071217000568150 the Probate Office of Shelby County, Alabama.
11. Declaration of Restrictions, Covenants and Conditions and Grant of Easements for Pelham Towne Center recorded in Instrument 20080616000243120, in the Probate Office of Shelby County, Alabama.
12. Right of way easement to Alabama Power Company recorded in Instrument 20080701000267170 in the Probate Office of Shelby County, Alabama.
13. Reservation of non-exclusive easement as set out in Instrument 20060209000068210; Instrument 20071004000464250 and Instrument 20071004000464260 in the Probate Office of Shelby County, Alabama.
14. The following matters as delineated on the survey dated 5/26/2011, being last revised 6/14/2011, prepared by Michael R. Bridges, PLS of Gonzalez-Strength & Associates, Inc., Alabama Registration No. 25650:
 - (a) Encroachment of parking and curbing into 20" utility easement.
 - (b) Encroachment of curbing into 20' sanitary sewer easement, 20' water easement and 20' utility easement
 - (c) Encroachment of curbing over the north and west property lines
 - (d) Encroachment of fence over south property line