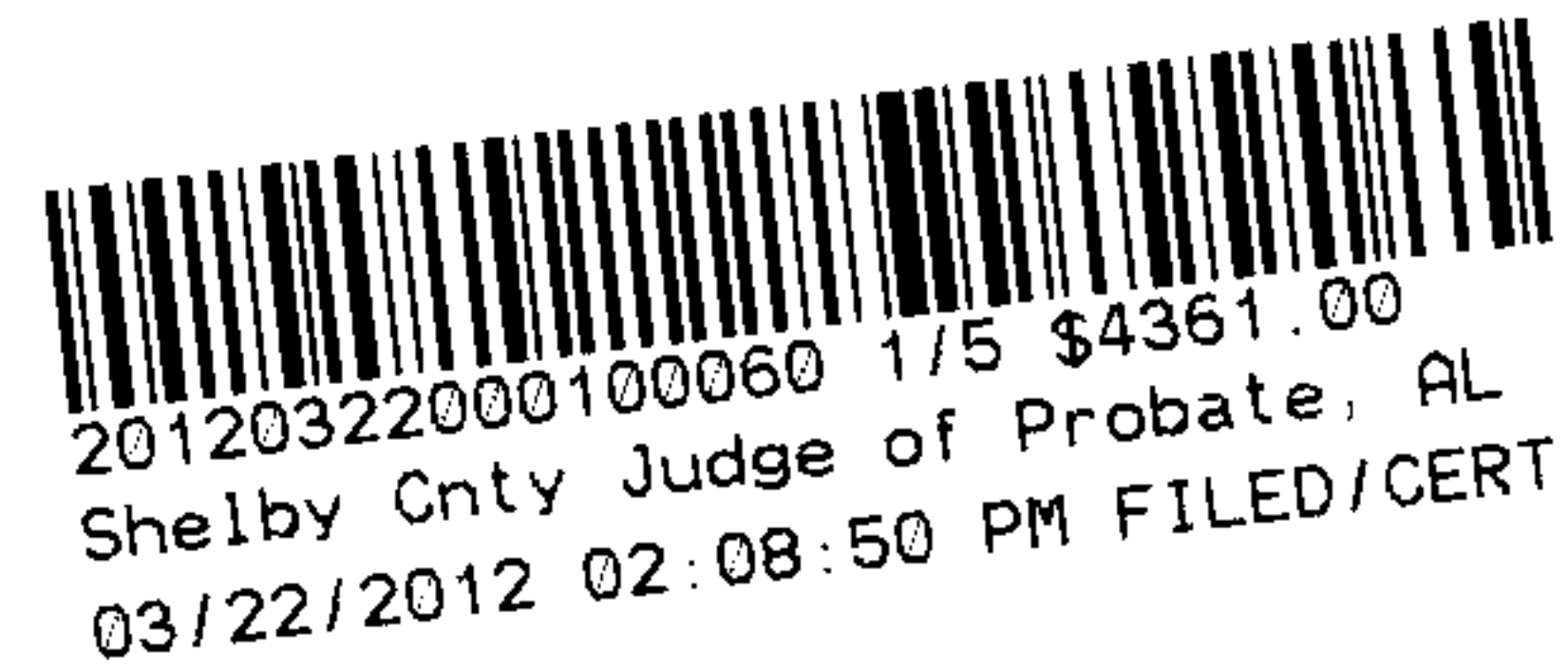


SEND TAX NOTICE TO:  
WELLINGTON MANOR 2012, LLC  
29 Olmsted Street  
Birmingham, AL 35242

*This instrument was prepared by  
and when recorded return to:*  
Claude McCain Moncus, Esq.  
CORLEY MONCUS, P.C.  
728 Shades Creek Parkway, Suite 100  
Birmingham, AL 35209

STATE OF ALABAMA                     )  
   :  
COUNTY OF JEFFERSON             )



### **STATUTORY WARRANTY DEED**

KNOW ALL MEN BY THESE PRESENTS, that in consideration of Twenty Two Million no/100 Dollars (\$22,000,000.00), and other good and valuable consideration paid by the grantee herein, the receipt of which is hereby acknowledged, **WELLINGTON MANOR APARTMENTS, L.P.**, an Alabama limited partnership (the "Grantor"), does hereby grant, bargain, sell and convey unto **WELLINGTON MANOR 2012, LLC**, an Alabama limited liability company (the "Grantee"), the following described real estate situated in Shelby County, Alabama (the "Property"), to-wit:

See Exhibit A attached hereto and made a part hereof (the "Property"); and  
See Exhibit B attached hereto and made a party hereof (the "Permitted Title Exceptions").

Together with all the rights, tenements, hereditaments and appurtenances thereto belonging or in any way appertaining.

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

~~\$17,663,000.00~~  
\$17,900,000.00 of the purchase price recited above was paid from a mortgage loan recorded simultaneously herewith.

The Grantor hereby covenants and agrees with Grantee, its successors and assigns, that the Grantor, its successors and assigns, will warrant and defend the above described Property against the lawful claims (unless otherwise noted above) of all persons claiming by, through, or under the Grantor.

*[Signature page to follow]*

IN WITNESS WHEREOF, WELLINGTON MANOR APARTMENTS, L.P., an Alabama limited partnership, has caused this instrument to be executed, having hereby set its hand and seal, this 21<sup>st</sup> day of March, 2012.

**WELLINGTON MANOR APARTMENTS, L.P.,**  
an Alabama limited partnership

By: Wellington Manor GP, LLC, an Alabama limited liability company, Its General Partner

By: 

Name: William A. Butler

Title: Manager

STATE OF ALABAMA                     )  
  :  
COUNTY OF JEFFERSON            )

I, the undersigned, a Notary Public, in and for said County and State, hereby certify that William A. Butler, whose name as Manager of Wellington Manor GP, LLC, an Alabama limited liability company, the General Partner of Wellington Manor Apartments, L.P., an Alabama limited partnership, is signed to the foregoing document, and who is known to me, acknowledged before me on this day that being informed of the contents of said instrument, he as such Manager of the General Partner and with full authority executed the same voluntarily for and as the act of said limited liability company.

Given under my hand and seal this 21<sup>st</sup> day of March, 2012.

[NOTARIAL SEAL]

  
NOTARY PUBLIC  
My Commission Expires: 12/28/2015


  
20120322000100060 2/5 \$4361.00  
Shelby Cnty Judge of Probate, AL  
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EXHIBIT A  
(Legal Description)

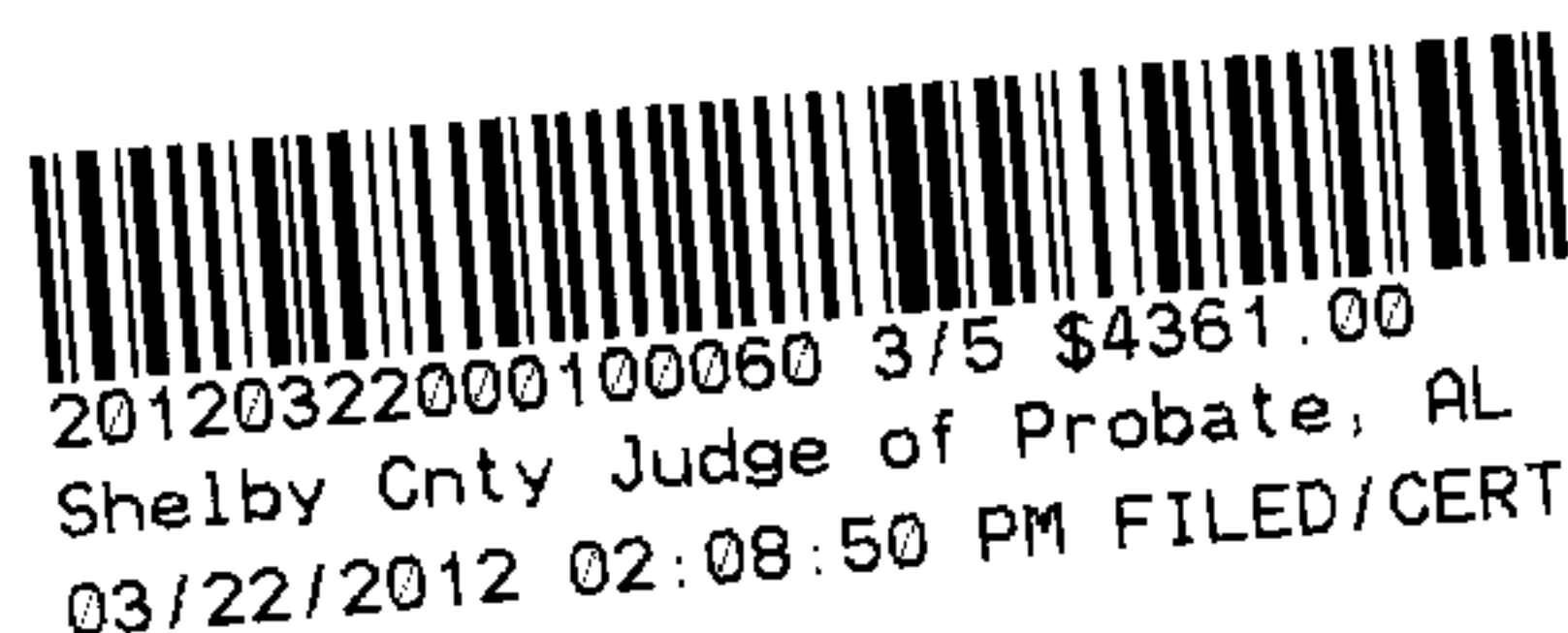
Parcel I:

A tract of land situated in the South  $\frac{1}{2}$  of the Southeast Quarter of Section 25 and the Northwest Quarter of the Northeast Quarter of Section 36, Township 20 South, Range 3 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Northwest corner of the Southwest Quarter of the Southeast Quarter of Section 25, Township 20 South, Range 3 West, Shelby County, Alabama and run in an Easterly direction along the North line of said Quarter Quarter section a distance of 1,222.60 feet to the point of beginning; thence continue in an Easterly direction along the North line of said Quarter Quarter section and North line of the Southeast Quarter of the Southeast Quarter a distance of 389.61 feet to a point on the Westerly right of way line of Interstate Highway I-65; thence turn an interior angle of 93 degrees 35 minutes 03 seconds and run to the right in a Southerly direction along the Westerly right of way line of I-65 a distance of 532.46 feet to a point; thence turn an interior angle of 210 degrees 58 minutes 46 seconds and run to the left in a Southeasterly direction along the Westerly right of way line of I-65 a distance of 174.91 feet to a point; thence turn an interior angle of 149 degrees 06 minutes 36 seconds and run to the right in Southerly direction along the Westerly right of way line of I-65 a distance of 173.37 feet to a point; thence turn an interior angle of 128 degrees 02 minutes 08 seconds and leaving the I-65 right of way run in Southwesterly direction a distance of 239.40 feet to the pc of a curve; thence continue in a Southwesterly direction along the arc of a curve to the left having a central angle of 08 degrees 03 minutes 07 seconds and radius of 1942.02 feet a distance of 272.92 feet to a point; thence turn an interior angle of 126 degrees 10 minutes 14 seconds (angle measured from tangent) and run to the right in a Westerly direction a distance of 262.25 feet to a point; thence turn an interior angle of 270 degrees 00 minutes 00 seconds and run to the left in a Southerly direction a distance of 382.52 feet to a point on the North right of way line of Shelby County Highway No. 68; thence turn an interior angle of 90 degrees 00 minutes 00 seconds and run to the right in Westerly direction along the Northerly right of way line of Shelby County Highway No. 68 a distance of 48.11 feet to the P.C. of a curve; thence continue in a Westerly direction along the Northerly right of way line of Shelby County Highway No. 68 and along the arc of a curve to the right having a central angle of 1 degrees 44 minutes 55 seconds and a radius of 881.99 feet a distance of 26.92 feet to a point on the curve; thence turn an interior angle of 91 degrees 41 minutes 13 seconds (angle measured from tangent) and run to the right in a Northerly direction a distance of 383.27 feet to a point on a curve, thence turn an interior angle of 267 degrees 03 minutes 09 seconds (angle measured to tangent) and run to the left in a Westerly direction along the arc of a curve to the right having a central angle of 17 degrees 44 minutes 49 seconds and a radius of 499.48 feet a distance of 154.71 feet to the pt of said curve; thence continue in a Northwesterly direction along the projection of the tangent to the last described curve a distance of 365.17 feet to a point; thence turn an interior angle of 116 degrees 37 minutes 27 seconds and run to the right in a Northerly direction a distance of 314.84 feet to a point; thence turn an interior angle of 88 degrees 11 minutes 56 seconds and run to the right in an Easterly direction a distance of 364.66 feet to a point; thence turn an interior angle of 246 degrees 03 minutes 03 seconds and run to the left in a Northeasterly direction a distance of 730.55 feet to the point of beginning.

Parcel II:

A tract of land situated in Southwest  $\frac{1}{4}$  of the Southeast  $\frac{1}{4}$  of Section 25 and in the Northwest  $\frac{1}{4}$  of the Northeast  $\frac{1}{4}$  of Section 36, all in Township 20 South, Range 3 West, Shelby County, Alabama, being more particularly described as follows:





Commence at the Northwest corner of the Southwest  $\frac{1}{4}$  of the Southeast  $\frac{1}{4}$  of Section 25, Township 20 South, Range 3 west, Shelby County, Alabama and run Easterly along the North line of said  $\frac{1}{4}$  -  $\frac{1}{4}$  section for 1222.60 feet; thence turn 113 degrees 57 minutes 02 seconds right and run Southwesterly for 730.55 feet; thence turn 66 degrees 03 minutes 03 seconds right and run Westerly for 364.66 feet; thence turn 91 degrees 48 minutes 04 seconds left and run Southerly for 314.84 feet to the point of beginning of the tract of land herein described, thence continue along the last described course for 88.41 feet to a point; thence turn 47 degrees 26 minutes 24 seconds right to the tangent of a curve to the left, said curve having a radius of 519.78 feet and a central angle of 23 degrees 58 minutes 43 seconds; thence run Southwesterly along said curve for 217.53 feet to the point of a tangent to said curve; thence run Southwesterly along the tangent to said curve for 101.55 feet to a point on the Northerly right of way line of Shelby County Highway No. 68; thence turn 93 degrees 57 minutes 01 seconds left to the tangent of a curve to the right said curve having a radius of 1,440.04 feet and a central angle of 7 degrees 09 minutes 25 seconds; thence run Southeasterly along said curve and said right of way line for 179.88 feet to the point of tangent to said curve; thence run Southeasterly along said tangent and said right of way line for 173.42 feet to the point of beginning of a curve to the left, said curve having a radius of 881.99 feet and a central angle of 19 degrees 03 minutes 05 seconds; thence run along said curve and said right of way line for 293.27 feet to a point on the Westerly right of way line of Weatherly Manor Drive; thence turn 91 degrees 41 minutes 13 seconds left from the tangent to said curve at said point and run Northerly along said Weatherly Manor Drive right of way for 383.27 feet to a point; thence turn 87 degrees 03 minutes 09 seconds left to the tangent of a curve to the right, said curve having a radius of 499.48 feet and a central angle of 17 degrees 44 minutes 49 seconds; thence run Northwesterly along said curve for 154.71 feet to the point of a tangent to said curve; thence run along the tangent to said curve at said point for 365.17 feet to the point of beginning.

Situated in Shelby County, Alabama.



  
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Shelby Cnty Judge of Probate, AL  
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EXHIBIT B  
(Permitted Exceptions)

1. Easement in favor of Marcus Cable of Alabama, L.L.C. l/k/a Charter Communications, as recorded in Instrument # 20090825000326570.
1. Sanitary Sewer Easement as recorded in Instrument # 1996-12390; Instrument # 1996-12391 and Instrument # 1995-27588, as shown on the ALTA/ACSM survey by Robert Reynolds, dated March 12, 2012.
2. Right of way granted to Alabama Power Company as set out in instrument(s) recorded in Volume 127, Page 411; Volume 214, Page 131; Instrument# 20040102000000360 and Instrument # 20040910000506240, as shown on the ALTA/ACSM survey by Robert Reynolds, dated March 12, 2012.
3. Right of Way granted to South Central Bell as recorded in Volume 353, Page 768, as shown on the ALTA/ACSM survey by Robert Reynolds, dated March 12, 2012.
4. All existing, future or potential common law or statutory rights of surface access between the right of way of the public way identified as Interstate Highway No. I-65 and those portions of subject property abutting said right of way.
5. Rights of tenants in possession as the date hereof, as tenants only, under unrecorded residential leases.
6. Misalignment of fence along the Westerly property line located between Building 300 and Building 400, as shown on the ALTA/ACSM survey by Robert Reynolds, dated March 12, 2012.
7. Encroachment of the Southwest corner of Building 300 in the 15' building setback line, as shown on the ALTA/ACSM survey by Robert Reynolds, dated March 12, 2012.
8. Encroachment of asphalt parking into 20' easement along the Easterly property line as shown on the ALTA/ACSM survey by Robert Reynolds, dated March 12, 2012.

  
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Shelby County, AL 03/22/2012  
State of Alabama  
Deed Tax: \$4337.00