

Maximum Secured Indebtedness
\$7,475,000

Taxes being paid on the mortgage recorded simultaneously herewith.

Mail tax notice to:

This instrument was prepared by:

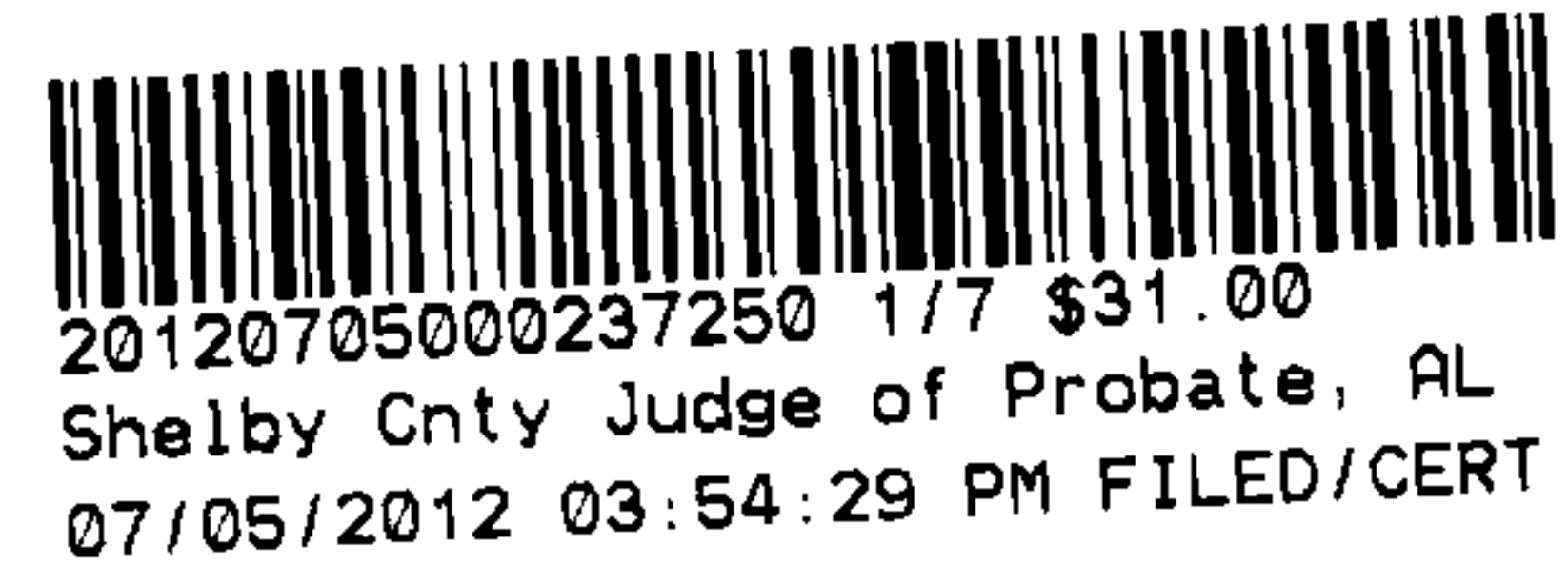
Midland Valleydale, LLC
c/o Midland Atlantic
8044 Montgomery Road, Suite 710
Cincinnati, Ohio 45236

Aaron B. Thomas
Spain & Gillon, L.L.C.
2117 Second Avenue North
Birmingham, Alabama 35203

GENERAL WARRANTY DEED

STATE OF ALABAMA)

SHELBY COUNTY)



KNOW ALL MEN BY THESE PRESENTS, That for and in consideration of the sum of Ten and No/100 Dollars (\$10.00), in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Midland Valleydale, LLC, an Ohio limited liability company ("Grantor"), has bargained and sold and by these presents does transfer and convey unto Midland Valleydale, LLC, a Delaware limited liability company ("Grantee"), Grantee's successors and assigns, in fee simple that certain tract or parcel of land in Shelby County, State of Alabama described on Exhibit "A", which is attached hereto and incorporated herein by reference including all improvements thereto. Such property is herein referred to as the "Property."

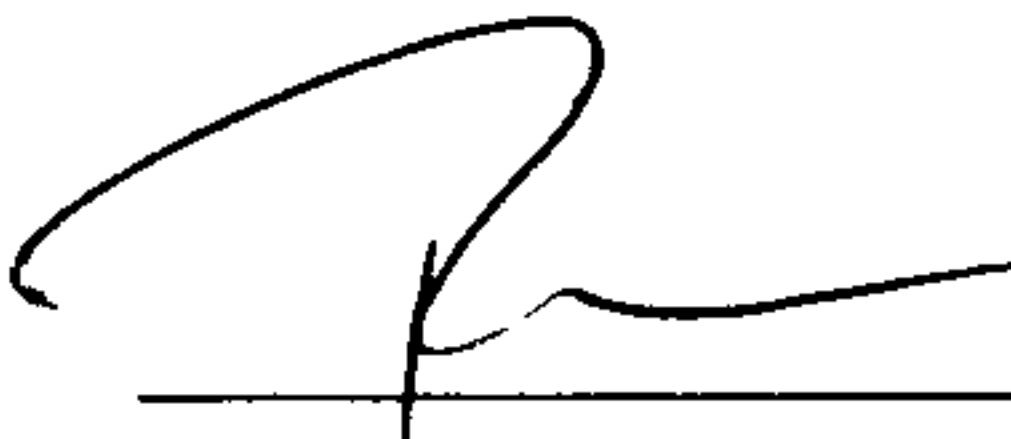
The entirety of the purchase price recited above was paid from a purchase money mortgage loan and said mortgage is recorded simultaneously herewith.

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

This is a general warranty deed. Grantor does for itself and successors and assigns covenant with the said Grantee, its successors and assigns, that it is lawfully seized in fee simple of said premises; that they are free from all encumbrances except as specifically noted on Exhibit "B" which is attached hereto and made a part hereof; that Grantor has a good right to sell and convey the same as aforesaid; that Grantor will and its successors and assigns shall warrant and defend the same to the said Grantee, its successors and assigns forever, against the lawful claims of all persons.

IN WITNESS WHEREOF, the said Grantor, by its Manager who is duly authorized to execute this conveyance, hereto sets its signature and seal ~~this~~ ^{as cf} the 27th day of June, 2012.


MIDLAND VALLEYDALE, LLC
an Ohio limited liability company

By: 

Ryan L. Kyte
Its Manager

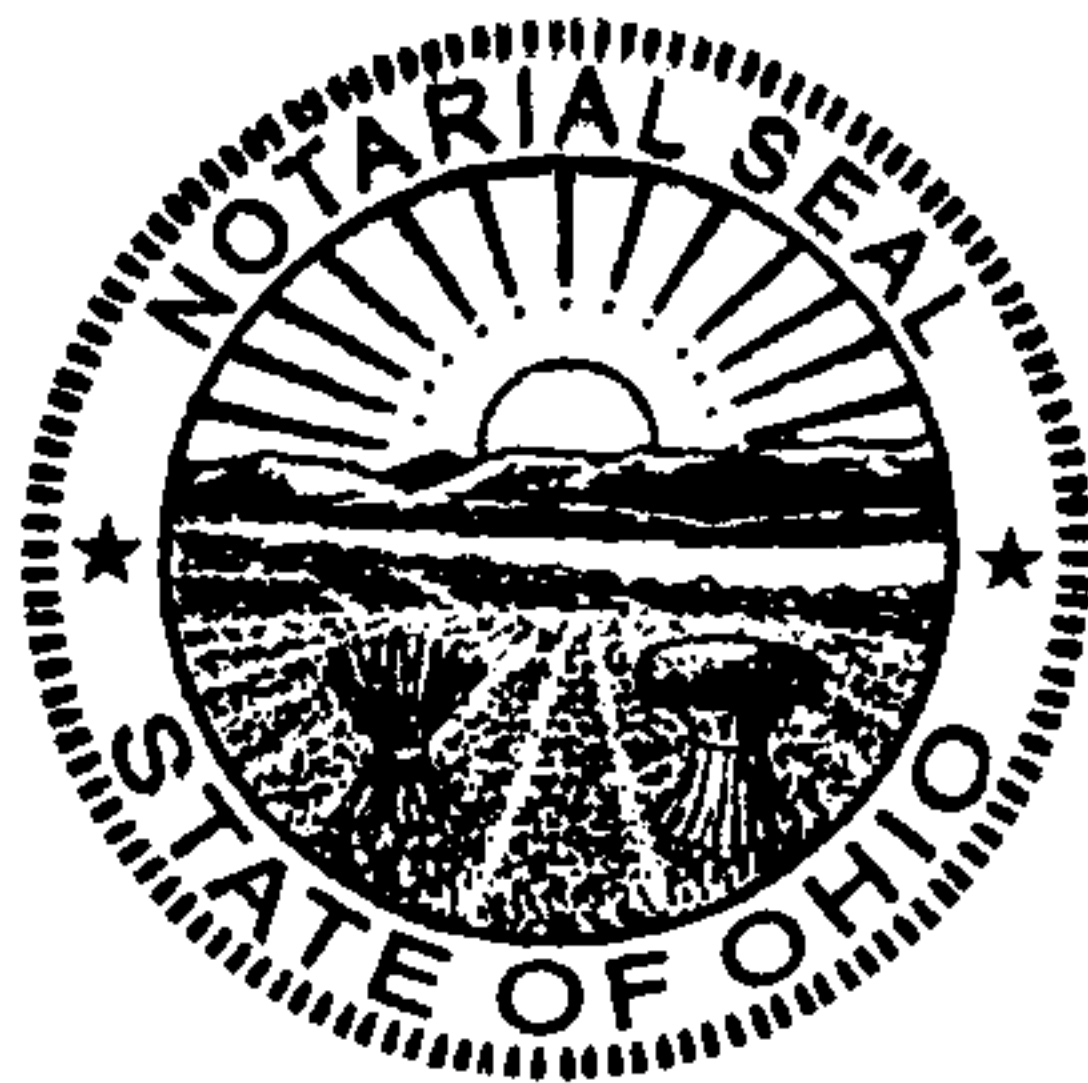
STATE OF OHIO

COUNTY OF HAMILTON


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Shelby Cnty Judge of Probate, AL
07/05/2012 03:54:29 PM FILED/CERT

I, Jennifer Gibbs, a notary public in and for said County, in said State, hereby certify that **Ryan L. Kyte**, whose name as Manager of **MIDLAND VALLEYDALE, LLC**, an Ohio limited liability company, is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the forgoing, he as such Executive Manager and with full authority executed the same voluntarily for and as the act of said limited liability company on the day the same bears date.

Given under my hand and seal, this 25 day of June, 2012.



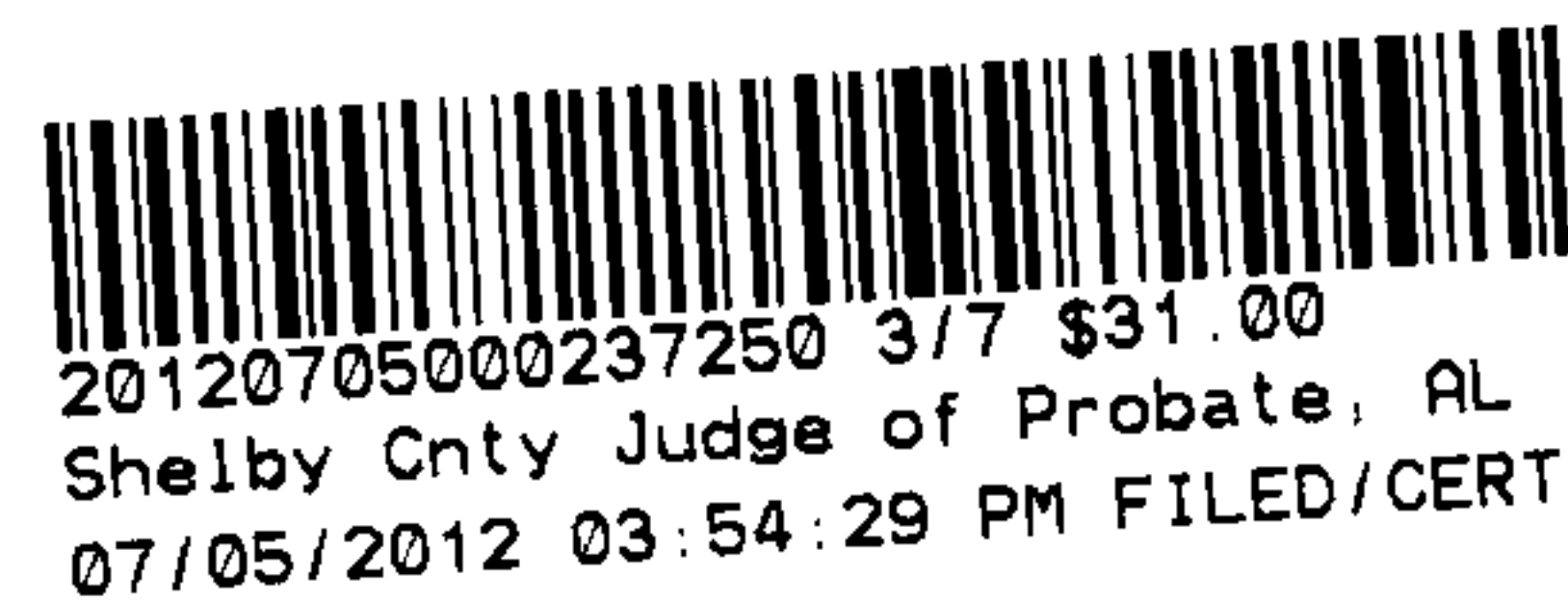
Jennifer Gibbs
Notary Public, State of Ohio
My Commission Expires 04-17-2016

NOTARY PUBLIC

My Commission Expires _____

Exhibit A

(Legal Description)



Lot 2, according to the Survey of Valleydale Market Place, as recorded in Map Book 16, page 117 in the Probate Office of Shelby County, Alabama.

SLOPE EASEMENT NUMBER 1:

Commence at the Northwest corner of the south 1/2 of the southeast 1/4 of the northwest 1/4 of Section 15, Township 19 South, Range 2 West; thence run South 0 degrees 04 minutes 46 seconds West along the west line of the southeast 1/4 of the northwest 1/4 of said Section 15, for a distance of 100 feet to the point of beginning; thence run North 89 degrees 10 minutes 56 seconds West, for a distance of 120.11 feet; thence run South 34 degrees 39 minutes 01 seconds East for a distance of 30.71 feet; thence run South 78 degrees 48 minutes 57 seconds East, for a distance of 83.36 feet; thence run North 88 degrees 44 minutes 07 seconds East, for a distance of 20.81 feet; thence run North 0 degrees 04 minutes 46 seconds East, along the west line of the southeast 1/4 of the northwest 1/4 of said Section 15, for a distance of 39.26 feet to the point of beginning.

Being recorded in Instrument 1992-09484 in the Probate Office of Shelby County, Alabama.

SLOPE EASEMENT NUMBER 3:

Commence at the Northwest corner of the south 1/2 of the southeast 1/4 of the northwest 1/4 of Section 15, Township 19 South, Range 2 West; thence run South 0 degrees 04 minutes 46 seconds West along the west line of the southeast 1/4 of the northwest 1/4 of said Section 15, for a distance of 100 feet; thence run North 89 degrees 10 minutes 56 seconds West, for a distance of 120.11 feet; thence run North 44 degrees 19 minutes 31 seconds West, for a distance of 74.56 feet; thence run North 16 degrees 58 minutes 37 seconds East, for a distance of 52.89 feet to the point of beginning. From the point of beginning thus obtained; thence run North 9 degrees 02 minutes 51 seconds West, for a distance of 155.91 feet; thence run North 19 degrees 02 minutes 51 seconds West, for a distance of 75.39 feet; thence run North 55 degrees 12 minutes 48 seconds West, for a distance of 84.65 feet; thence run North 78 degrees 30 minutes 34 seconds West, for a distance of 79.54 feet to a point on the Southeasterly right of way line of Valleydale Road, said right of way being situated in the curve, said curve curving to the left in a Northeasterly direction having a central angle of 1 degree 33 minutes 12 seconds, and a radius of 2913.72 feet and a chord bearing of North 54 degrees 56 minutes 14 seconds East, and a chord distance of 78.99 feet; thence run along arc of said curve in a Northeasterly direction along the southeasterly right of way line of Valleydale Road, for a distance of 79.00 feet; thence run South 40 degrees 50 minutes 56 seconds East, for a distance of 113.48 feet to a point of commencement of a curve to the right, said curve having a central angle of 41 degrees 40 minutes, and a radius of 254.91 feet; thence run along the arc of said curve in a Southeasterly direction, for a distance of 185.38 feet to

the end of said curve; thence run South 0 degrees 49 minutes 04 seconds West, for a distance of 40.00 feet to a point of commencement of a curve to the right, said curve having a central angle of 9 degrees 35 minutes 56 seconds and a radius of 231.50 feet; thence run along the arc of said curve to the right in a Southwesterly direction, for a distance of 38.78 feet to the point of beginning.

Being recorded in Instrument 1992-09484 in the Probate Office of Shelby County, Alabama.

ALSO, TOGETHER WITH those certain beneficial cross-access easement rights granted to the Property pursuant to the Declaration of Covenants Regarding Ingress and Egress Easements recorded in Instrument No. 1992-09745.

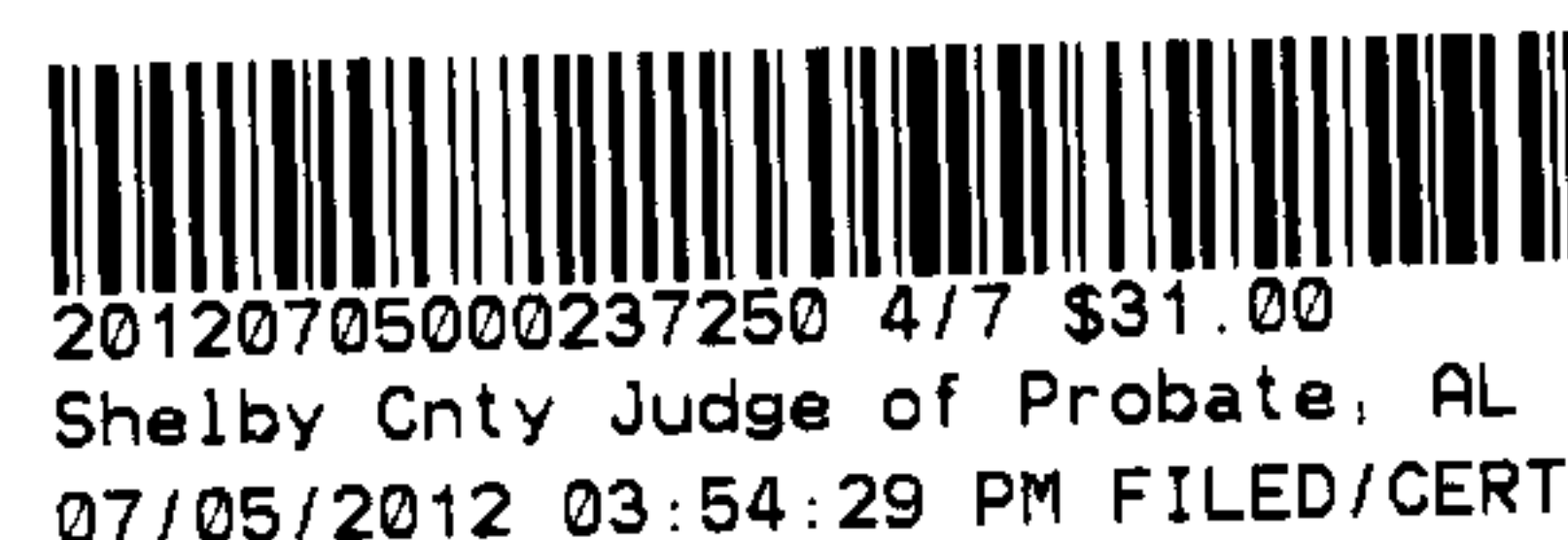
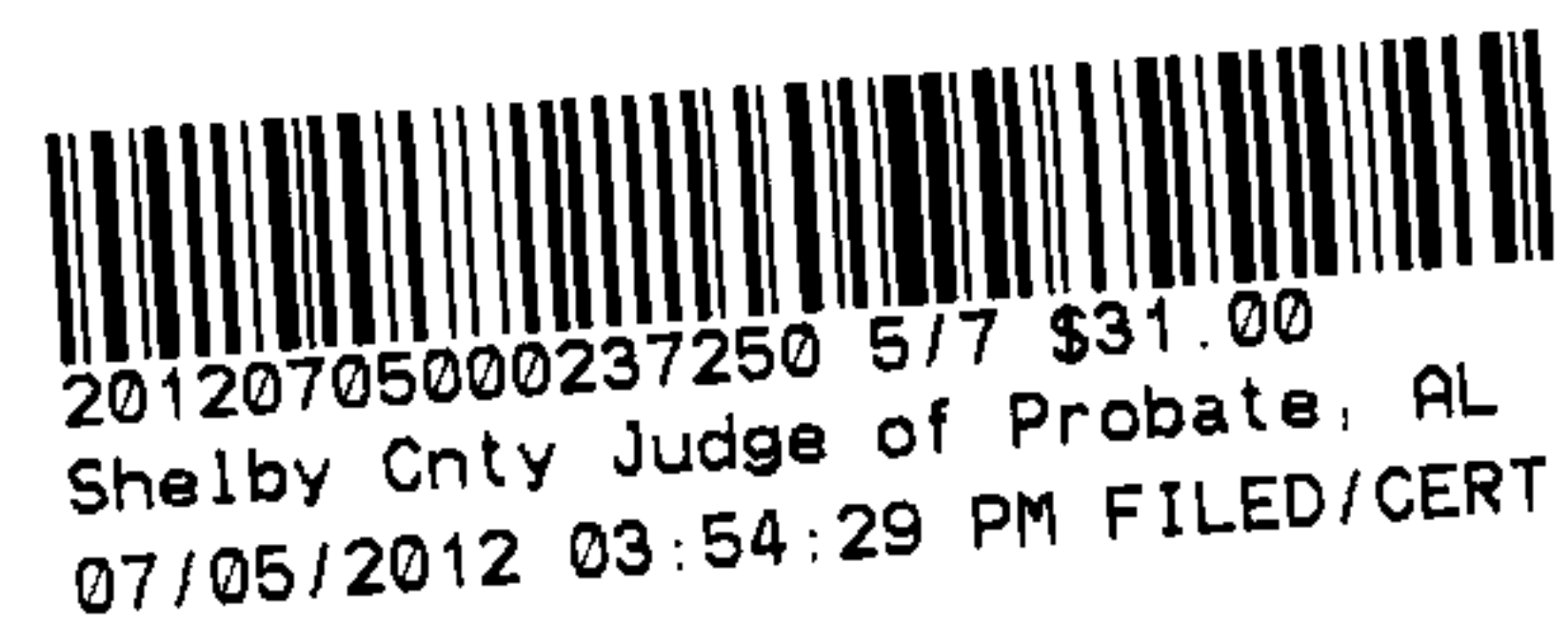


Exhibit B
(Permitted Exceptions)

1. Subject to all matters as set forth and as shown on the plat recorded in Plat Book 16, Page 117 in the Probate Office of Shelby County, Alabama.
2. Taxes and assessments for the year 2012 and subsequent years, which are not yet due and payable.
3. Easement recorded in Real 360, page 911 in the Probate Office of Shelby County, Alabama.
4. Mineral and mining rights and rights incident thereto recorded in Volume 184, page 388; Volume 184, page 398 and Volume 177, page 176, in the Probate Office of Shelby County, Alabama.
5. Right of Way granted to Alabama Power Company by instrument recorded in Volume 129, page 560 and Real 248, page 779 in the Probate Office of Shelby County, Alabama.
6. Declaration of Covenants regarding ingress and egress easements dated 5/27/1992, by and between Valleydale Associates, Ltd. and Shop-A-Snak Food Mart, Inc., recorded in Instrument 1992-09475, in the Probate Office of Shelby County, Alabama.
7. Restrictive Covenant Agreement recorded in Instrument 1992-09474, in the Probate Office of Shelby County, Alabama.
8. That certain easement for surface water detention reserved in that certain deed recorded in Instrument 1992-09477 in the Probate Office of Shelby County, Alabama.
9. Ingress and egress easement recorded in Instrument 1992-09485 in the Probate Office of Shelby County, Alabama.
10. Sign Agreement recorded in Instrument 1992-09483 in the Probate Office of Shelby County, Alabama.
11. Obligations of owner of the insured property to maintain Slope Easement pursuant to that certain Slope Easement Agreement recorded in Instrument 1992-09484 in the Probate Office of Shelby County, Alabama.
12. Easements as shown in Map Book 16, page 117, consisting of:
 - (a) Ingress & egress and public utility easement along the West side of Lot 2;
 - (b) Public sanitary sewer easements crossing Lot 2;



- (c) Storm drainage and utility easement along Northeast side of Lot 2;
- (d) Ingress & egress and sanitary sewer easement over that portion on the property adjacent to the south line of Lot 3.

13. Restrictions or Covenants appearing of record in Instrument 1999-18476, in the Probate Office of Shelby County, Alabama.

14. The following matters of survey, as delineated on the survey of Freedland-Clinkscases & Associates of NC, Inc., DWG No. H26305, H27176 last revised June 7, 2007:

- a) encroachment of curbing over property lines
- b) location of overhead utility lines crossing southern portion of subject property
- c) encroachment of sign over property line
- d) encroachment of guard rail over property line

15. Terms and conditions of that certain Short Form Lease dated 1/13/1995, by and between Valleydale Associates, Ltd., and Winn-Dixie Montgomery, Inc., filed for record 4/26/1995, in Instrument 1995-10844 in the Probate Office of Shelby County, Alabama.

16. Subject to the Ordinance No. 2005-003 recorded in Instrument 20050817000423540 in the Office of the Judge of Probate of Shelby County, Alabama.

17. Subject to the Notice of Assignment of Tenant's Interest in Leases recorded in Instrument 20061128000575830 in the Office of the Judge of Probate of Shelby County, Alabama.

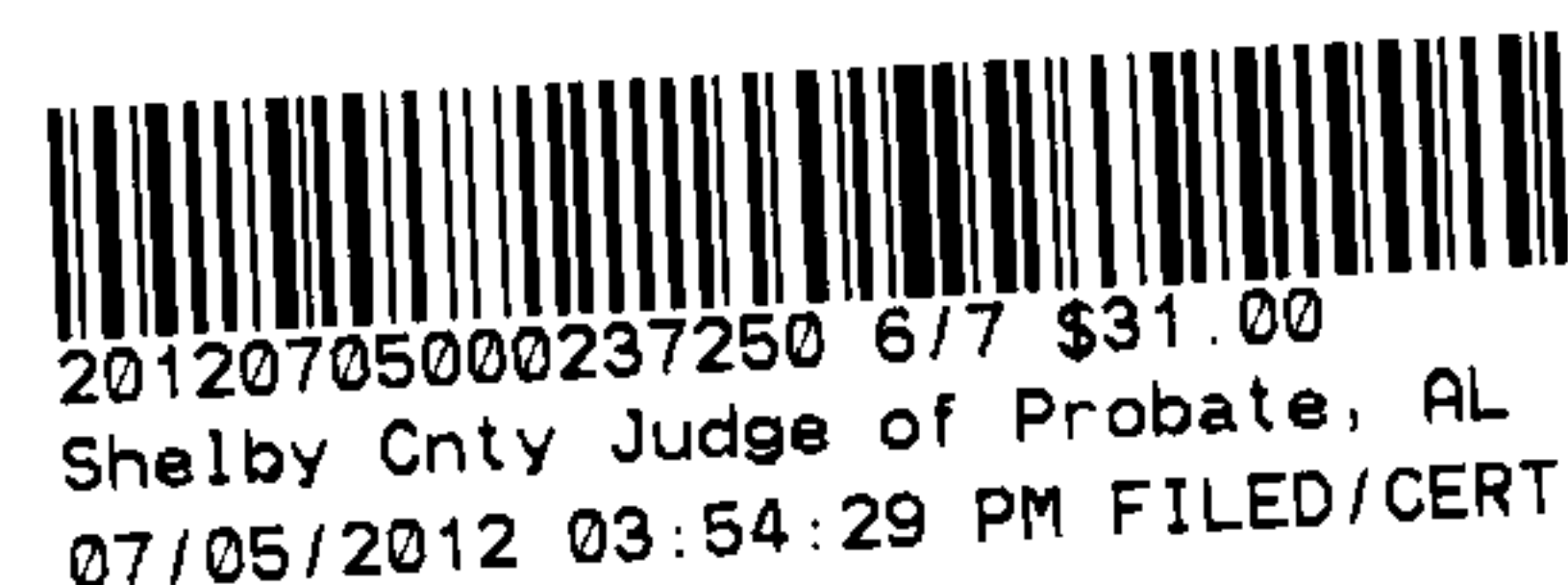
18. Subject to the Memorandum of Exclusive Property Management Agreement recorded in Instrument 20061128000575850 in the Office of the Judge of Probate of Shelby County, Alabama.

19. Right of Way recorded in Book 177, Page 91 and Book 177, Page 92 in the Office of the Judge of Probate of Shelby County, Alabama,

20. Subject to the Permit recorded in Book 48, Page 22, Book 186, Page 220 and Book 186, Page 198 in the Office of the Judge of Probate of Shelby County, Alabama.

21. Subject to the right of way recorded in Book 216, Page 14 in the Office of the Judge of Probate of Shelby County, Alabama.

22. Subject to the Affidavit Re: Confirmed Plan of Reorganization recorded in Instrument 20061128000575820 in the Office of the Judge of Probate of Shelby County, Alabama.





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Shelby Cnty Judge of Probate, AL
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23. Subject to the Modification of Ingress and Egress and Public Utilities Easement recorded in Instrument 20030708000427620 in the Office of the Judge of Probate of Shelby County, Alabama.

24. Subject to the Subordination, Nondisturbance and Attornment Agreement recorded in Instrument 20070727000350940 in the Office of the Judge of Probate of Shelby County, Alabama.

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