

This instrument was prepared by:
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CORLEY MONCUS, P.C.
728 Shades Creek Parkway, Suite 100
Birmingham, Alabama 35209
205.879.5959

Send Tax Notice To:
FLT RIVER PLACE-ICON, LLC
c/o Michael B. Earl
4685 MacArthur Court, Suite 400
Newport Beach, CA 92660

STATE OF ALABAMA)
 :
COUNTY OF JEFFERSON)

STATUTORY WARRANTY DEED

THIS STATUTORY WARRANTY DEED executed and delivered this 1st day of July, 2015, by **RIVER PLACE, L.L.C.**, an Alabama limited liability company, as to an undivided **50.00%** interest in the Property, **MALCOLM S. BETHEA**, a married man, as to an undivided **25.00%** interest in the Property, **ENGEL PROPERTIES, L.L.C.**, an Alabama limited liability company, as to an undivided **19.00%** interest in the Property, and **A.G. WILLIAMS & CO., INC.**, an Alabama corporation, as to an undivided **6.00%** interest in the Property (collectively, the “**Grantors**”) to **FLT RIVER PLACE-ICON, LLC**, a Delaware limited liability company (the “**Grantee**”).

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 by Grantee to Grantors, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Grantors, Grantors do by these presents grant, bargain, sell and convey unto Grantee their interests in that certain real property situated in Shelby County, Alabama, the following described property (the “**Property**”):

See attached Exhibit “A” hereto and made a part hereof.

TOGETHER WITH all appurtenances thereto belonging or in anywise appertaining and all right, title and interests of Grantors in and to all roads, alleys and ways bounding the Property.

This conveyance is subject to those matters set forth on Exhibit “B” attached hereto.

\$11,650,000.00 of the purchase price was paid from the proceeds of a mortgage loan recorded simultaneously herewith.

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

The Grantors hereby covenant and agree with Grantee, its successors and assigns, that the Grantors, their successors and assigns, will warrant and defend the Property against the lawful claims (unless otherwise noted above) of all persons claiming by, through, or under the Grantors, but not further or otherwise.


20150706000224410 1/11 \$3094.00
Shelby Cnty Judge of Probate, AL
07/06/2015 08:41:45 AM FILED/CERT

Statutory Warranty Deed
Page 1

Shelby County, AL 07/06/2015
State of Alabama
Deed Tax: \$3050.00

Pursuant to the provisions of the Code of Alabama § 40-22-1 (1975), the following information is offered in lieu of submitting Form RT-1:

Grantors' Names and Mailing Addresses:

RIVER PLACE, L.L.C.
MALCOLM S. BETHEA
ENGEL PROPERTIES, L.L.C.
951 18th Street South, Suite 200
Birmingham, AL 35205

A.G. WILLIAMS & CO., INC.
PO Box 130698
Birmingham, AL 35213

Grantee's Name and Mailing Address:

FLT RIVER PLACE-ICON, LLC
c/o Michael B. Earl
4685 MacArthur Court, Suite 400
Newport Beach, CA 92660

Property Address:

4501 Old Caldwell Mill Road
Birmingham, AL 35242

Purchase Price:

\$14,700,000.00

The Purchase Price of the Property can be verified by the Closing Statement.

The Property is not, nor ever has been, the homestead of Malcolm S. Bethea or the spouse of Malcolm S. Bethea.

[Signature page to follow]


20150706000224410 2/11 \$3094.00
Shelby Cnty Judge of Probate, AL
07/06/2015 08:41:45 AM FILED/CERT

IN WITNESS WHEREOF, the Grantor has caused this Statutory Warranty Deed to be executed as of the date first written above.

GRANTORS:

RIVER PLACE, L.L.C., an Alabama limited liability company, as to an undivided **50.00%** interest in the Property

By: W. Wheeler Smith

Name: W. WHEELER SMITH

Title: Authorized Member

STATE OF ALABAMA)
 :
COUNTY OF JEFFERSON)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that W. WHEELER SMITH, the Authorized Member of RIVER PLACE, L.L.C., an Alabama limited liability company, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he/she as such Authorized Member 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 29 day of June, 2015.

[NOTARY SEAL]

[Signature]
NOTARY PUBLIC
My Commission Expires: 12/25/2015

[Signature Pages Continued Below]


20150706000224410 3/11 \$3094.00
Shelby Cnty Judge of Probate, AL
07/06/2015 08:41:45 AM FILED/CERT

[Signature Pages Continued]



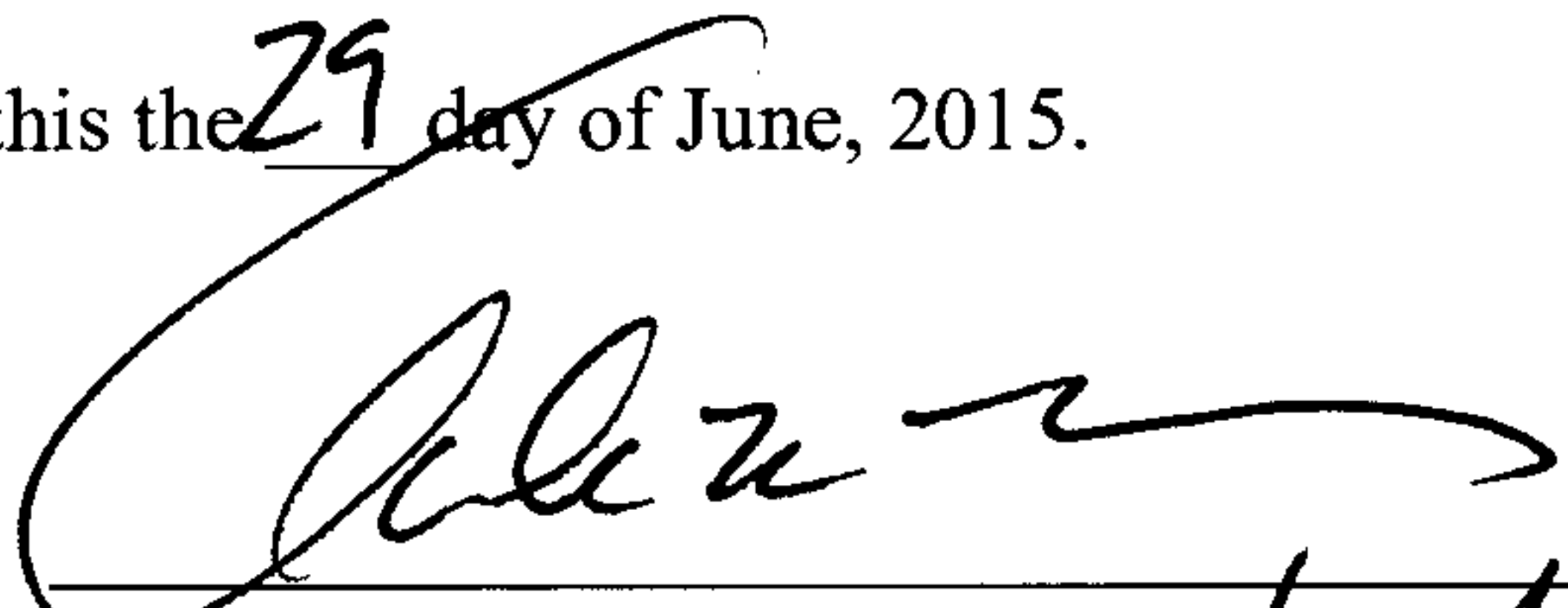
MALCOLM S. BETHEA, as to an undivided **25.00%**
interest in the Property

STATE OF ALABAMA)
 :
COUNTY OF JEFFERSON)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that MALCOLM S. BETHEA whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily.

Given under my hand and official seal this the 29 day of June, 2015.

[NOTARY SEAL]



NOTARY PUBLIC
My Commission Expires: 12/28/2015

20150706000224410 4/11 \$3094.00
Shelby Cnty Judge of Probate, AL
07/06/2015 08:41:45 AM FILED/CERT

[Signature Pages Continued Below]

[Signature Pages Continued]

ENGEL PROPERTIES, L.L.C., an Alabama limited liability company

By: Engel Realty Company, Inc., an Alabama corporation

It's Sole Member, as to an undivided **19.00%** interest in the Property

By: 

Name: William A. Butler

Title: Executive Vice President

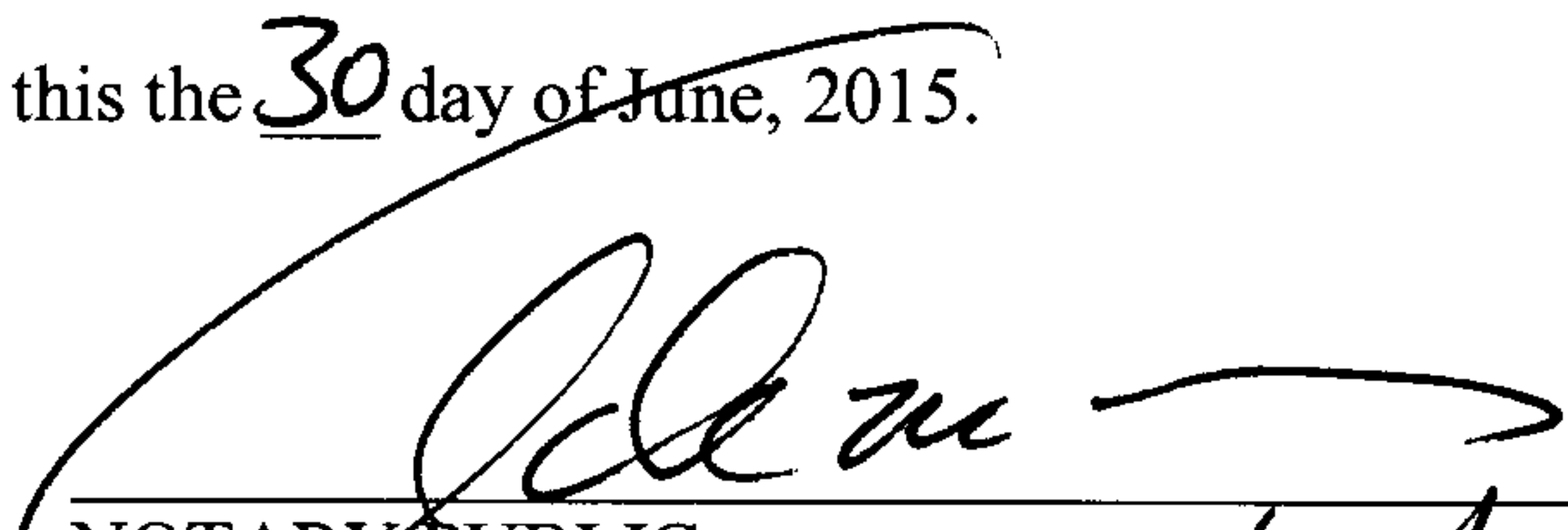
STATE OF ALABAMA)

COUNTY OF JEFFERSON)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that William A. Butler, the Executive Vice President of Engel Realty Company, Inc., an Alabama corporation, the Sole Member of Engel Properties, L.L.C., an Alabama limited liability company, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, and with full authority, he executed the same voluntarily for and as the act of said limited liability company.

Given under my hand and official seal this the 30 day of June, 2015.

[NOTARY SEAL]


NOTARY PUBLIC
My Commission Expires: 12/28/2015


20150706000224410 5/11 \$3094.00
Shelby Cnty Judge of Probate, AL
07/06/2015 08:41:45 AM FILED/CERT

[Signature Pages Continued Below]

A.G. WILLIAMS & CO., INC., an Alabama corporation, as to an undivided 6.00% interest in the Property

By: Cheryl H. Williams
Name: CHERYL H. WILLIAMS
Title: PRESIDENT

STATE OF ALABAMA)
 :
COUNTY OF JEFFERSON)

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that CHERYL H. WILLIAMS, the PRESIDENT of A.G. WILLIAMS & CO., INC., an Alabama limited liability company, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, and as such PRESIDENT with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 29th day of June, 2015.

[NOTARY SEAL]

[Signature]
NOTARY PUBLIC
My Commission Expires: 12/28/2015



20150706000224410 6/11 \$3094.00
Shelby Cnty Judge of Probate, AL
07/06/2015 08:41:45 AM FILED/CERT

EXHIBIT "A"

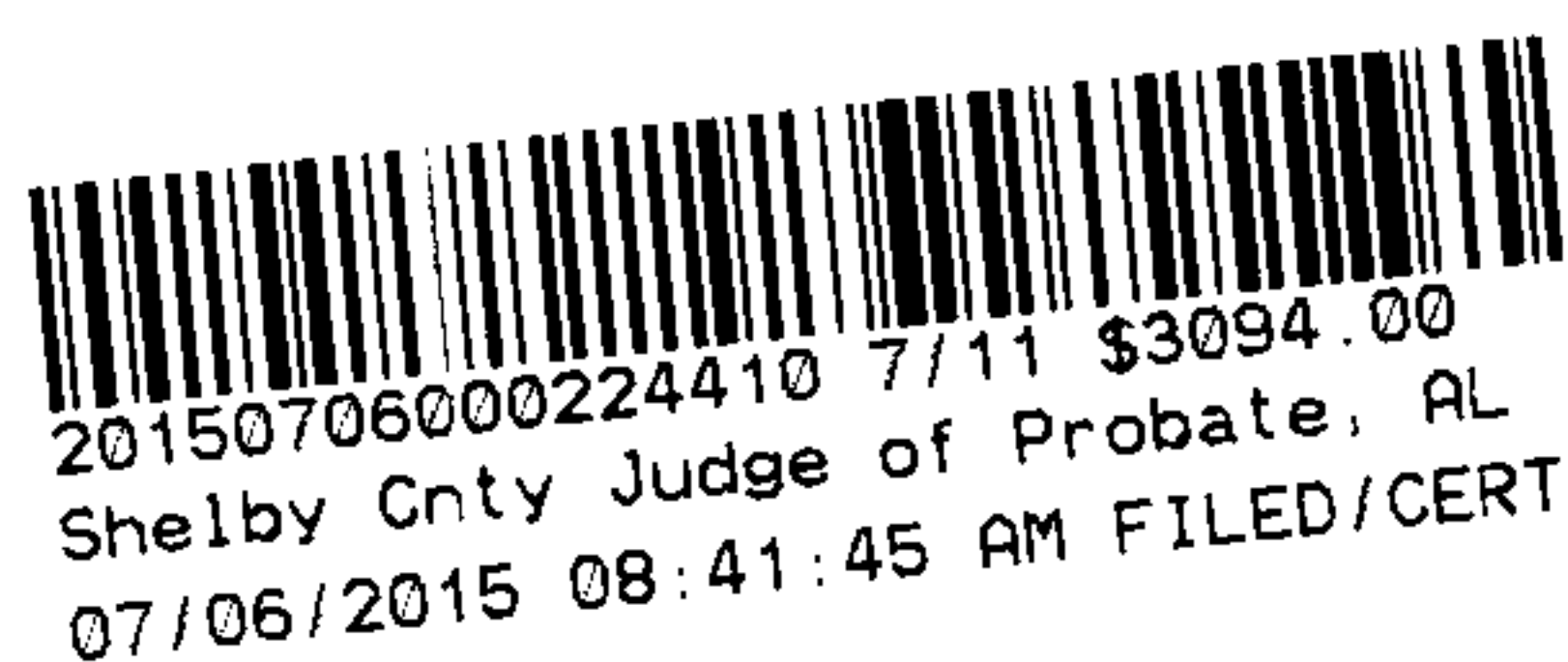
[Legal Description]

A tract of land situated in the Northwest $\frac{1}{4}$ of Section 3, Township 19 South, Range 2 West, Shelby County, Alabama, said tract being part of Block 2 of Altadena Park, as recorded in Map Book 5, Page 73, part of Lot 1, Butte Woods Ranch Addition to Altadena Valley as recorded in Map Book 5, Page 1, all recorded in the Probate Office of Shelby County, Alabama, said tract of land more particularly described as follows:

Commence at the Southwest corner of the Northeast $\frac{1}{4}$, Northwest $\frac{1}{4}$ of said Section 3, and run thence Easterly along the South line thereof 69.02 feet; thence turn 69 degrees 30 minutes 50 seconds right and run Southeasterly 96.27 feet to the point of beginning, said point being on the Northerly line of Lot 1 of said Altadena Park; thence turn 90 degrees 00 minutes left and run Northeasterly 240.0 feet to the Northern most corner of said Lot 1; thence turn 90 degrees 58 minutes 45 seconds right and run Southeasterly 149.79 feet to the Southeast corner of said Lot 1; thence turn 6 degrees 16 minutes 15 seconds right and run Southeasterly along the Easterly line of Lot 2 of said subdivision 144.94 feet to the most Easterly corner of Lot 2; thence turn 7 degrees 01 minutes 15 seconds right and run Southerly along the Easterly line of Lot 3 of said subdivision for 57.52 feet to a point on last said lot line ; thence turn 106 degrees 56 minutes 15 seconds left and run Northeasterly 128.13 feet; thence turn 84 degrees 50 minutes right and run Southeasterly for 195.0 feet; thence turn 20 degrees 59 minutes 30 seconds left and run Southeasterly for 333.22 feet; thence turn 52 degrees 39 minutes 30 seconds left and run Easterly for 150.0 feet; thence turn 90 degrees left and run Northerly for 600.14 feet; thence turn 41 degrees 00 minutes right and run Northeasterly for 300.00 feet; thence turn 14 degrees 00 minutes left and run Northeasterly for 125.0 feet; thence turn 25 degrees 00 minutes left and run Northerly for 170.0 feet; thence turn 87 degrees 58 minutes 40 seconds right and run Easterly for 137.41 feet to a point on the East line of the Northeast $\frac{1}{4}$ of Northwest $\frac{1}{4}$, Section 3, Township 19 South Range 2 West; thence turn left 90 degrees and run Northerly along said $\frac{1}{4}$ - $\frac{1}{4}$ line for 270 feet, more or less, to the Westerly bank of the Cahaba river; thence run Northerly and Westerly along the Southwest bank of said river 1400 feet; more or less, to the West line of the Northeast $\frac{1}{4}$ of the Northwest $\frac{1}{4}$ of said Section 3, said point also being on the Easterly line of Lot 1 of said Butte Woods Ranch Addition to Altadena Valley, thence run Northerly along last said $\frac{1}{4}$ - $\frac{1}{4}$ section line and said lot line for 90 feet, more or less, to the Northeasterly corner of said Lot 1; thence turn left and run Westerly along the Northerly line of said Lot 1 for 240 feet, more or less, to the Northwest corner of said Lot 1; thence turn left and run Southwesterly and along the Easterly right-of-way line of Caldwell Mill Road for 425 feet, more or less, to an existing iron rebar set by Laurence D. Weygand; thence turn left 31 degrees 45 minutes and run Southeasterly for 67.96 feet, to an existing iron rebar set by Laurence D. Weygand; thence turn left 31 degrees 45 minutes and run Southeasterly along the new Northeasterly right-of-way line of Old Caldwell Mill Road for 231.58 feet to the beginning of a curve to the right having a radius of 263.05 feet; thence continue Southeasterly and along said right-of-way line and along the arc of said curve 162.13 feet to the end of said curve; thence continue Southeasterly on a course tangent to said curve, and along said right-of-way line 245.3 feet to the point of beginning. Situated in Shelby County, Alabama.

LESS AND EXCEPT:

Part of the Northwest $\frac{1}{4}$ of Section 3, Township 19 South, Range 2 West, Shelby County, Alabama, being more particularly described as follows:



Beginning at an existing crimp iron pin, being the most Westerly corner of Lot 1A, Altadena Park Resurvey, as recorded in the Office of the Judge of Probate, Shelby County, Alabama, in Map Book 5, Page 111, run in a Northwesterly direction, along the Northeast right-of-way line of Old Caldwell Mill Road, for a distance of 245.65 feet to an existing crimp iron pin and being the point of beginning of a curve, said curve being concave in a Southwesterly direction and having a central angle of 35 degrees 18 minutes 51 seconds and a radius of 263.05 feet; thence turn an angle to the left and run in a Northwesterly direction, along the arc of said curve and along the Northeast right-of-way line of said Old Caldwell Mill Road, for a distance of 162.13 feet, to the point of ending of said curve; thence continue in a Northwesterly direction, along a line tangent to the end of said curve, and along the Northeast right-of-way line of said Old Caldwell Mill Road, for a distance of 231.58 feet; thence turn an angle to the right of 31 degrees 45 minutes and run in a Northwesterly direction for a distance of 67.96 feet to a point on the East right-of-way line of Caldwell Mill Road; thence turn an angle to the right of 31 degrees 45 minutes and run in a Northerly direction, along the East right-of-way line of said Caldwell Mill Road, for a distance of 162.68 feet to a point of intersection with a curve, said curve being concave in a Northwesterly direction and having a central angle of 3 degrees 36 minutes 16 seconds and a radius of 2005.22 feet; thence turn an angle to the right (59 degrees 20 minutes 24 seconds to the chord of said curve) and run in a Northeasterly direction, along the arc of said curve, for a distance of 126.15 feet to a point of reverse curve, said latest curve being concave in a Southerly direction and having a central angle of 36 degrees 13 minutes 17 seconds and a radius of 58.97 feet; thence turn an angle to the right and run in a Northeasterly and Easterly direction, along the arc of said curve, for a distance of 37.28 feet to the point of ending of said curve; thence run in an Easterly direction, along a line tangent to the end of said curve, for a distance of 102.25 feet, to the point of beginning; thence turn an angle to the right of 63 degrees 45 minutes 02 seconds and run in a Southeasterly direction for a distance of 55.01 feet to an existing iron rebar set by Laurence D. Weygand; thence turn an angle to the left of 91 degrees 51 minutes 45 seconds and run in a Northeasterly direction for a distance of 150.88 feet to an existing iron rebar set by Laurence D. Weygand; thence turn an angle to the left of 94 degrees 18 minutes 35 seconds and run in a Northwesterly direction for a distance of 55.20 feet to an existing iron rebar set by Laurence D. Weygand; thence turn an angle to the left of 82 degrees 59 minutes 55 seconds and run in a Southwesterly direction for a distance of 144.88 feet to an existing iron rebar set by Laurence D. Weygand; thence turn an angle to the left of 90 degrees 49 minutes 45 seconds and run in a Southerly direction for a distance of 6.87 feet, more or less to the point of beginning.

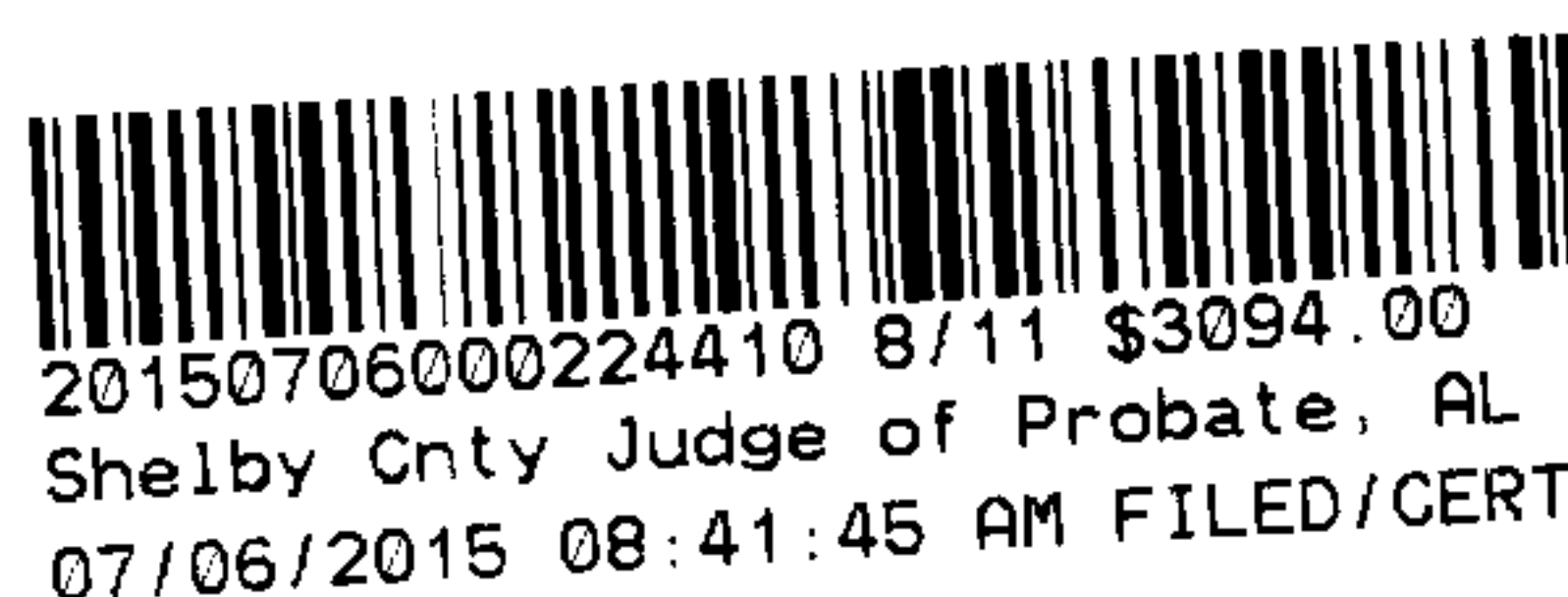
All being situated in Shelby County, Alabama.

Also described as:

A Tract of land situated in the NW 1/4 of Section 3, Township 19 South, Range 2 West, Shelby County, Alabama, said tract being part of Block 2 of Altadena Park, as recorded in Map Book 5, Page 73, part of Lot 1 Butte Woods Ranch Addition to Altadena Valley, as recorded In Map Book 5, Page 1, all recorded in the Probate Office of Shelby County, Alabama, said tract of land more particularly described as follows:

Beginning at a found iron pipe at the Northwest corner of Lot 1 of Altadena Park Resurvey, as recorded In Map Book 5, Page 511 and on the East right of way line of Old Caldwell Mill Road; thence from said Point of Beginning along said east right of way line the following four (4) courses to wit: (1) N18°39'04"W for 245.79 feet to a found iron pipe; (2) along the arc of a non-radial curve to the left having a radius of 263.05 feet, an arc length of 162.13 feet and being subtended by a chord bearing N36°03'36"W for 159.52 feet to a found iron pin with cap; (3) N53°43'08"W for 231.85 feet to a found

Statutory Warranty Deed
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iron pin with cap; (4) N21°53'41"W for 67.88 feet to a found iron pin with cap on the East right of way line of Caldwell Mill Road; thence with said East right of way line N08°43'47"E for 425.00 feet to a point; thence S89°44'56"E for 240.00 feet to a point in the Cahaba River; thence S00°15'04"W for 90.00 feet to a point on the South bank of the Cahaba River; thence along the South bank of the Cahaba River the following three (3) courses to wit: (1) N86°49'15"E for 855.88 feet to a point; (2) along the arc of a non-radial curve to the right having a radius of 400.00 feet, and arc length of 444.56 feet and being subtended by a chord bearing S61°16'05"E for 422.88 feet to a point; (3) S29°21'25"E for 201.71 feet to a point; thence S01°43'10"W for 158.74 feet to a set iron pin, passing a set iron pin at 13.74 feet; thence leaving said South bank N88°16'50"W for 137.41 feet to a set iron pin; thence S03°44'30"W for 170.00 feet to a set iron pin; S28°44'30"W for 125.00 feet to a set iron pin; thence S42°44'30"W for 300.00 feet to a found iron pipe; thence S01°44'30"W for 600.10 feet to a found iron pin with cap at the common corner with Riverwood Sector Seven Subdivision, as recorded in Map Book 9, Page 81; thence S86°16'43"W for 147.69 feet to a found iron pin with cap at the Easterly most corner of Riverwood Sector Two Subdivision, as recorded in Map Book 8, Page 65; thence N34°17'58"W for 332.47 feet to a found iron pin with cap on the on the East line of Riverwood Sector One, as recorded in Map Book 8, Page 49, thence with said Riverwood Sector One the following two (2) courses to wit: (1) N16°12'29"W for 195.00 feet to a set iron pin; (2) S78°49'30"W for 128.13 feet to a set iron pin on the East line of Altadena Park Resurvey as recorded in Map Book 5, Page 511; thence along said East line of said Altadena Park Resurvey the following four (4) courses to wit: (1) (2) N05°44'26"E for 57.79 feet to a found iron pipe; (2) N11°15'20"W for 144.64 feet to a found iron pipe; (3) N17°15'54"W for 149.79 feet to a found magnetic indicator in concrete; (4) S71°36'33"W for 240.00 feet to the Point of Beginning.

Containing 34.90 acres, more or less.

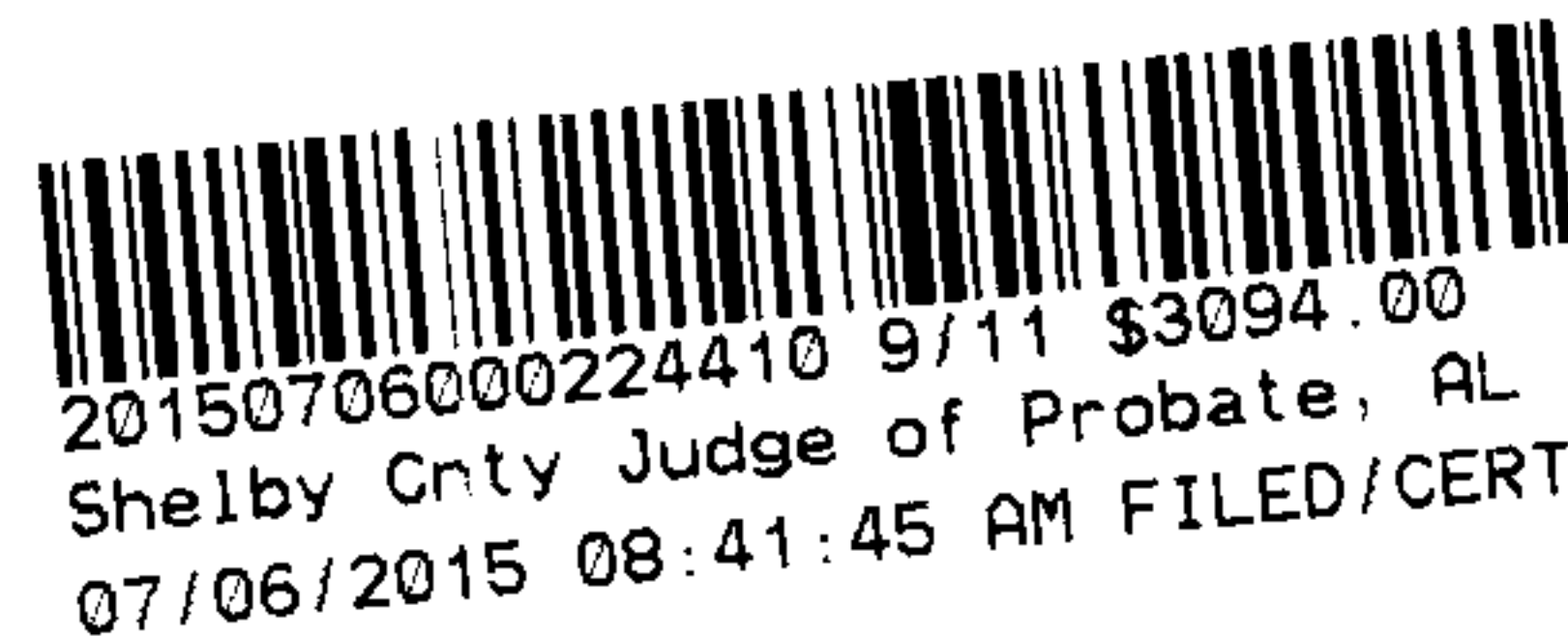
LESS AND EXCEPT the following property sold to Novus Utility Services, Inc. in Instrument 2001-14451, in the Probate Office of Shelby County, Alabama: Part of the NW 1/4 of Section 3, Township 19 South, Range 2 West, Shelby County, Alabama, being more particularly described as follows:

Commencing at a found iron pipe at the Northwest corner of Lot 1 of Altadena Park Resurvey, as recorded In Map Book 5, Page 511 and on the East right of way line of Old Caldwell Mill Road; thence from said Point of Beginning along said east right of way line the following four (4) courses to wit: (1) N18°39'ly di '04"W for 245.79 feet to a found iron pipe; (2) along the arc of a non-radial curve to the left having a radius of 263.05 feet, an arc length of 162.13 feet and being subtended by a chord bearing N36°03'36"W for 159.52 feet to a found iron pin with cap; (3) N53°43'08"W for 231.85 feet to a found iron pin with cap; (4) N21°53'41"W for 67.88 feet to a found iron pin with cap on the East right of way line of Caldwell Mill Road; thence with said East right of way line N08°43'47"E for 162.68 feet to a point; thence leaving said East right of way line along the arc of a non-radial curve to the left having a radius of 2005.22 feet, an arc length of 126.15 feet and being subtended by a chord bearing N68°04'11"E for 126.13 feet to a point' thence along the arc of reverse curvature having a radius of 58.97 feet, an arc length on 37.28 feet and being subtended by a chord bearing N84°22'41"E for 36.66 feet to a point; thence S77°30'40"E for 102.25 feet to the Point of Beginning; thence S13°45'38"E for 55.01 feet to a point; thence N74°22'37"E for 150.88 feet to a point; thence N19°55'58"W for 55.20 feet to a point; thence S77°04'07"W for 144.88 feet to a point; thence S13°45'38"E for 6.87 feet to the Point of Beginning.

Containing 0.20 Acres (8,635 square feet), more or less

Together with a 20' easement for Ingress and egress lying 10' on either side of the center line of said easement and said center line being more particularly described as follows:

Statutory Warranty Deed
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Commencing at a found iron pipe at the Northwest corner of Lot 1 of Altadena Park Resurvey, as recorded In Map Book 5, Page 511 and on the East right of way line of Old Caldwell Mill Road; thence from said Point of Beginning along said east right of way line the following four (4) courses to wit: (1) N18°39'04"W for 245.79 feet to a found iron pipe; (2) along the arc of a non-radial curve to the left having a radius of 263.05 feet, an arc length of 162.13 feet and being subtended by a chord bearing N36°03'36"W for 159.52 feet to a found iron pin with cap; (3) N53°43'08"W for 231.85 feet to a found iron pin with cap; (4) N21°53'41"W for 67.88 feet to a found iron pin with cap on the East right of way line of Caldwell Mill Road; thence with said East right of way line N08°43'47"E for 162.68 feet to the Point of Beginning; thence leaving said East right of way line along the arc of a non-radial curve to the left having a radius of 2005.22 feet, an arc length of 126.15 feet and being subtended by a chord bearing N68°04'11"E for 126.13 feet to a point; thence along the arc of reverse curvature having a radius of 58.97 feet, an arc length of 37.28 feet and being subtended by a chord bearing N84°22'41"E for 36.66 feet to a point; thence S77°30'40"E for 102.25 feet to the Point of Terminus.

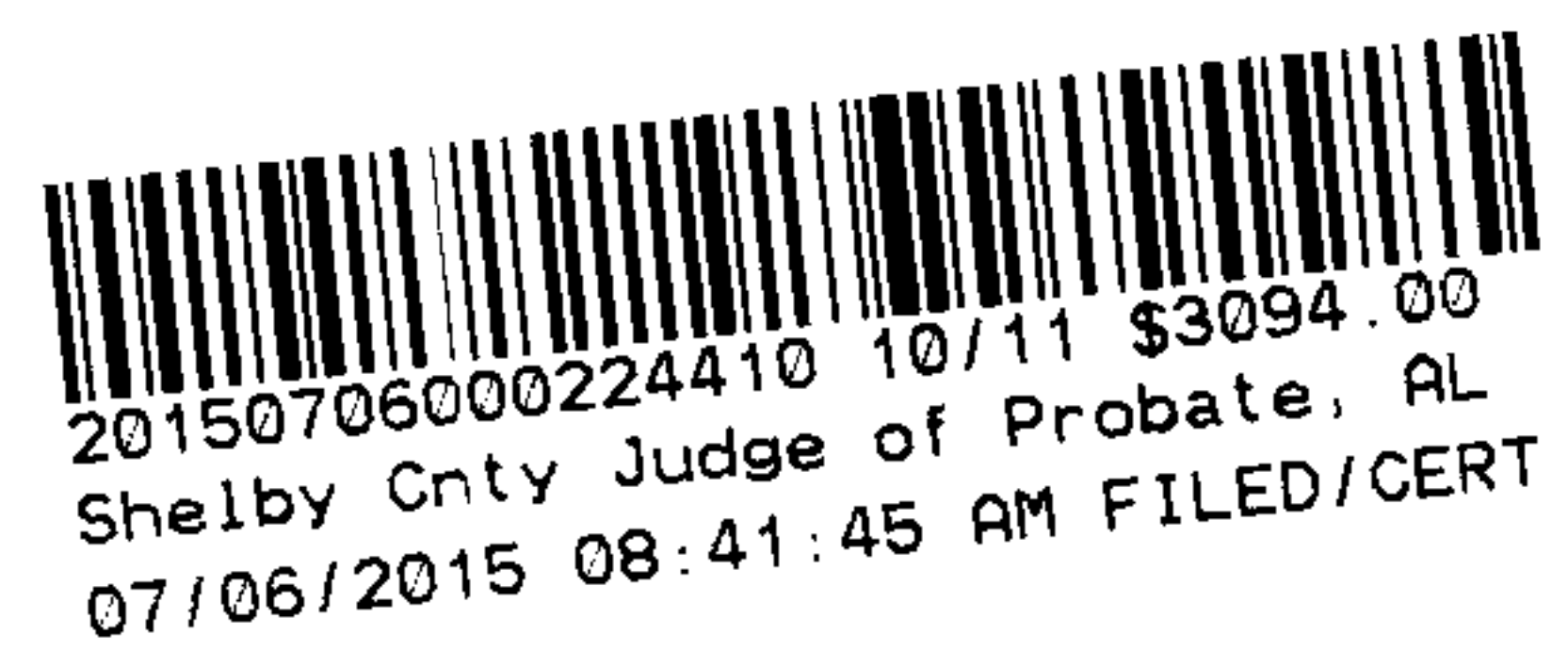


EXHIBIT "B"

[Permitted Exceptions]

1. Transmission line permits in favor of Alabama Power, Company recorded in Book 266, page 741; Deed Book 279, Page 387; Deed Book 238, Page 96; Deed Book 232, Page 724; Deed Book 220, Page 43 and Deed Book 247, Page 422, in the Probate Office of Shelby County, Alabama.
2. Easements in favor of South Central Bell Telephone Company as recorded in Deed Book 234, Page 481; Deed Book 277, Page 219 and Deed Book 277, Page 442, in the Probate Office of Shelby County, Alabama.
3. Building setback line and easements as shown by plats recorded in Map Book 5, page 73 and Map Book 5, Page 1, in the Probate Office of Shelby County, Alabama;
4. Reservation of all oil and gas in and under subject property, together with the right to explore for and remove the same without using the surface as set forth in Book 275, Page 895, in the Probate Office of Shelby County, Alabama.
5. Easement for existing sewer lines and pumping station as the same presently lies as set out in Book 66, Page 76, in the Probate Office of Shelby County, Alabama.
6. Right of Way Easement to South Central Bell Telephone Company recorded in Book 6, Page 813, in the Probate Office of Shelby County, Alabama.
7. Terms and conditions of that certain Agreement dated May 1, 1979 by and between Lankford Investment Company, Ltd. and Altadena Forest Apartments, a partnership, recorded in Misc. Book 36, Page 549, as amended in Misc. Book 51, Page 667 and Misc. Book 51, Page 672, in the Probate Office of Shelby County, Alabama.
8. Easement granted to Marcus Cable of Alabama as recorded in Instrument 20091015000389820, in the Probate Office of Shelby County, Alabama.
9. Easement granted to Alabama Power Company as recorded in Instrument 20100121000020170, in the Probate Office of Shelby County, Alabama.
10. Easement granted to Novus Utilities as recorded in Instrument 2001-14451, in the Probate Office of Shelby County, Alabama.
11. Riparian and other rights created by the fact that the Property fronts on Cahaba River.
12. Rights of tenants in possession as of the date hereof, as tenants only, under unrecorded residential leases.
13. Changes in the boundary line of the land resulting from erosion or accretion caused by the flow of the Cahaba River.
14. Ad Valorem Taxes due October 1, 2015.

