

RETURN TO:
FIRST AMERICAN TITLE INSURANCE COMPANY
Six Concourse Parkway, Suite 2000
Atlanta, GA 30328
FILE NO: NCS 844807
Attn: Brenda Sollenberger

20170531000190160
05/31/2017 01:49:27 PM
DEEDS 1/6
Send tax notice to:
ABC Properties
152 West 57th Street, 12th Floor
New York, New York 10019

STATE OF ALABAMA)
COUNTY OF SHELBY)

STATUTORY WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS,

THAT IN CONSIDERATION of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration, to **THE OVERLOOK APARTMENTS HOOVER, LLC**, a Georgia limited liability company, the address of which is 3060 Peachtree Road, Suite 970, Atlanta, Georgia 30305 (hereinafter referred to as the "**Grantor**"), in hand paid by **100 COOPER RC LLC**, an Alabama limited liability company, as to an undivided 34.75%, **139 PAYSON RC LLC**, an Alabama limited liability company, as to an undivided 47.75%, and **256 SEAMAN RC LLC**, an Alabama limited liability company, as to an undivided 17.50%, as tenants in common, the address of which is c/o ABC Properties, 152 West 57th Street, 12th Floor, New York, NY 10019 (hereinafter referred to as the "**Grantee**"), the receipt of which is acknowledged, the said Grantor, as of this 31 day of May, 2017 does by these presents, grant, bargain, sell and convey unto Grantee, its successors and assigns, that certain real estate lying in the County of Shelby, State of Alabama, and more particularly described on *Exhibit A* attached hereto and incorporated herein by reference (the "**Property**"), subject, however, to the matters described on *Exhibit B* attached hereto and incorporated herein by reference (hereinafter referred to as the "**Permitted Encumbrances**").

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

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

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

[Signature(s) on following page(s)]

NOTE TO CLERK: THE PROPERTY IS BEING CONVEYED SUBJECT TO AN EXISTING MORTGAGE ON THE PROPERTY WITHIN THE STATE ON WHICH THE MORTGAGE TAX HAS BEEN PAID ON INSTRUMENT 20140627000196530 IN THE PROBATE OFFICE OF SHELBY COUNTY, ALABAMA. IN ACCORDANCE WITH ALABAMA CODE §40-22-1(C), THE TAX IS BEING PAID ON THE VALUE IN EXCESS OF ANY MORTGAGE UPON THE PROPERTY ON WHICH THE MORTGAGE TAX HAS BEEN PAID BASED ON A \$20,600,000 PURCHASE PRICE LESS THE ASSUMED MORTGAGE OF \$12,607,000 (I.E., \$7,993,000)

IN WITNESS WHEREOF, Grantor has executed this Statutory Warranty Deed under seal as of the date first written above.

GRANTOR:

THE OVERLOOK APARTMENTS HOOVER, LLC
a Georgia limited liability company corporation

By: Mesa Capital Manager, LLC, a Georgia limited liability company, its Manager

By: Mesa Capital Partners, LLC, a Georgia limited liability company, its Manager

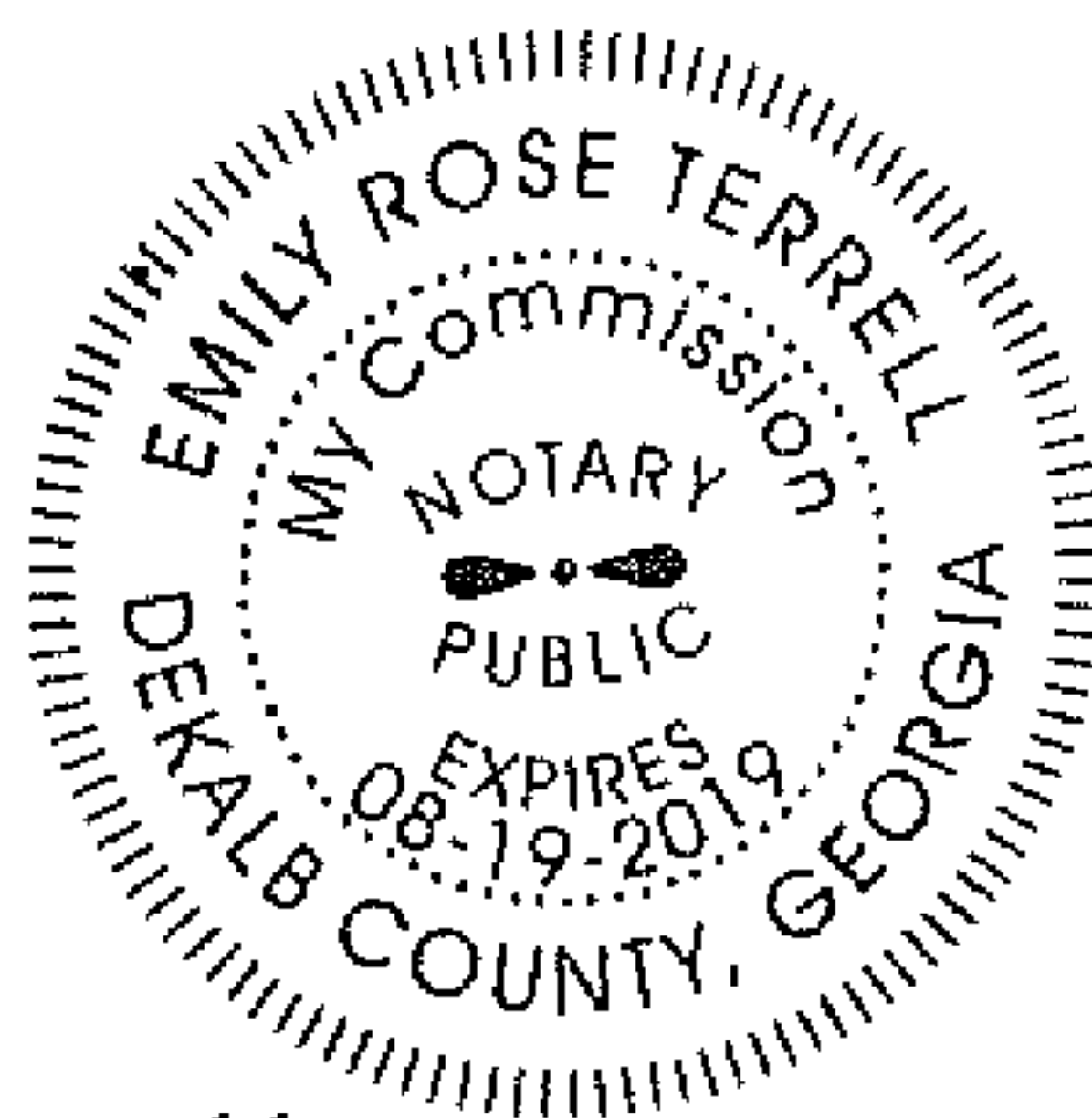
By: 
Jeffrey S. Tucker, Manager

STATE OF GEORGIA)
COUNTY OF FULTON)

I, the undersigned authority, a notary public in and for said county, in said state, hereby certify that Jeffrey S. Tucker, whose name as manager of Mesa Capital Partners, LLC, the manager of Mesa Capital Manager, LLC, the manager of The Overlook Apartments Hoover, LLC, a Georgia 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 Statutory Warranty Deed, he, in his capacity as such and with full authority, executed the same voluntarily for and as the act of said company on the day the same bears date.

Given under my hand and official seal this the 20th day of May, 2017.

[NOTARIAL SEAL]




Notary Public

My Commission Expires: 8/19/19

This instrument was prepared by:

Clifford A. Barshay, Esq.
Schreeder, Wheeler & Flint, LLP
1100 Peachtree Street, Suite 800
Atlanta, Georgia 30309

EXHIBIT A

Legal Description of Property

PARCEL I:

Lot 1, according to the Survey of Riverchase Gardens, First Sector, as recorded in Map Book 8, Page 153, in the Probate Office of Shelby County, Alabama.

PARCEL II:

Lot 2, according to the Survey of Riverchase Properties, Second Addition to Riverchase, as recorded in Map Book 9, Page 40, in the Probate Office of Shelby County, Alabama.

PARCEL III:

Easement for the benefit of Parcel II as created by that certain Easement dated December 13, 1983, and recorded in Real 2571, Page 628 and refiled by Real 99, Page 911, in the Probate Office of Shelby County, Alabama for the purpose of a sanitary sewer pipeline.

PARCEL IV:

Easement for the benefit of Parcel II as created by that certain Easement dated 11-30-83, recorded in Real 2429, Page 31 and refiled in Real 85, Page 53, in the Probate Office of Shelby County, Alabama for the purpose of a sanitary sewer pipeline.

PARCEL V:

Easement for the benefit of Parcel II as created by that certain Easement recorded in Shelby Real 351, Page 963, in the Probate Office of Shelby County, Alabama.

PARCEL VI:

Appurtenant Easement referenced in Section 6.2 of the Restrictive Covenants recorded in Misc. Book 19, Page 633, in the Probate Office of Shelby County, Alabama.

Exhibit B

Permitted Encumbrances

1. Taxes and assessments for the year 2017 and subsequent years
2. Rights of tenants in possession, as tenants only, under prior unrecorded residential apartment leases.
3. Declaration of Protective Covenants, agreements, easements, charges and liens for Riverchase (Business), recorded in Misc. Book 13, Page 50; amended by Misc. Book 15, Page 189, further amended and superceded by Misc. Book 19, Page 633, in the Probate Office of Shelby County, Alabama. (Parcels I & II)
4. Mineral and mining rights and rights incident thereto recorded in Deed Book 64, Page 501 and Deed Book 4, Page 464, in the Probate Office of Shelby County, Alabama.
5. Covenants and restrictions referred to as Item #6 in deed recorded in Deed Book 331, Page 757 to wit: Said property conveyed by this instrument is hereby restricted to use as a multifamily development and related uses with a density not to exceed 12 units per acre as defined in the Riverchase Architectural Committee Development Criteria for Planned Multi-Family (PR-1) District of Riverchase dated 4-11-80, unless a change in use is authorized pursuant to the Riverchase Business Covenants as described in Paragraph 5 in deed, said restrictions to be effective for the same period of time as the Riverchase Business Covenants. (Parcels I & II)
6. Land use agreement between the Harbert-Equitable Joint Venture and Blue Cross and Blue Shield of Alabama, recorded in Misc. Book 19, Page 690, in the Probate Office of Shelby County, Alabama. (Parcels I & II)
7. Easement agreement by and among Liberty National Life Insurance Company, Riverchase Gardens, Ltd., BHN Corporation, Riverchase Gardens II, Ltd., Southwood Park Estates, Inc., BHN Development Corporation and Wren Development, recorded in Real Volume 85, Page 66, in the Probate Office of Shelby County, Alabama. (Parcels I & II)
8. 50 foot easement for permanent slope easement for construction and maintenance of earthen embankment to Wren Development over the Northerly side, as shown by Map recorded in Map Book 8, Page 153, in the Probate Office of Shelby County, Alabama. (Parcel I)
9. 15 foot easement over the Northerly side for public utilities, sanitary sewers, storm sewers and open storm ditches and a 25 foot easement in Northwest corner, as shown by map recorded in Map Book 9, Page 40, in the Probate Office of Shelby County, Alabama. (Parcel II)

10. 25 foot easement to Wren Development for construction and maintenance of East embankment, as shown by map recorded in Map Book 8, Page 153, in the Probate Office of Shelby County, Alabama. (Parcel I)
11. Right of Way granted to Alabama Power Company by instrument recorded in Book 355, Page 270, in the Probate Office of Shelby County, Alabama. (Parcel II)
12. Right of Way granted to Alabama Power Company by instrument recorded in Real Volume 148, Page 899, in the Probate Office of Shelby County, Alabama. (Parcel I)
13. 20 foot easement along the Southeastern boundary line of the property as shown on the map recorded in Map Book 8, Page 153, in the Probate Office of Shelby County, Alabama. (Parcel I)
14. Easement to Marcus Cable of Alabama, as recorded in Instrument 2008022100070040, in the Probate Office of Shelby County, Alabama.
15. Any encroachment, encumbrance, violation, variation, or adverse circumstances that would be disclosed by an accurate and complete land survey and not shown by the public records.
16. Mortgage dated June 27, 2014, from The Overlook Apartments Hoover, LLC to Capital One Multifamily Finance, LLC, in the original principal amount of \$12,607,000.00, filed for record June 27, 2014, recorded in Instrument 20140627000196530; corrected by Scrivener's Affidavit recorded in Instrument 20140716000217450; further corrected by Second Scrivener's Affidavit recorded in Instrument 20140725000229350; transferred and assigned to Fannie Mae by instrument recorded in Instrument 20140627000196540; said assignment corrected by Scrivener's Affidavit recorded in Instrument 20140716000217460 and further corrected by Scrivener's Affidavit recorded in Instrument 2014072500029360, as affected by that certain Assumption Agreement by and among The Overlook Apartments Hoover, LLC, 100 Cooper RC LLC, 139 Payson RC LLC, 256 Seaman RC LLC and Fannie Mae dated May 31, 2017 recorded in Instrument _____ in the Probate Office of Shelby County, Alabama.

Real Estate Sales Validation Form

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

Grantor's Name	<u>The Overlook Apartments Hoover, LLC</u>	Grantee's Name	<u>100 Cooper RC LLC; 139 Payson</u>
Mailing Address	<u>3060 Peachtree Road, Suite 970</u>	Mailing Address	<u>RC LLC; and 256 Seaman RC LLC</u>
	<u>Atlanta, Georgia 30305</u>		<u>c/o ABC Properties</u>
			<u>152 West 57th Street, 12th Floor</u>
			<u>New York, New York 10019</u>
Property Address	<u>700 Garden Woods Drive</u>	Date of Sale	<u>May __, 2017</u>
	<u>Hoover, Alabama 35244</u>	Total Purchase Price	<u>\$20,600,000.00</u>
		or	
		Actual Value	<u>\$</u>
		or	
		Assessor's Market Value	<u>\$</u>

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)

<input type="checkbox"/> Bill of Sale	<input type="checkbox"/> Appraisal
<input checked="" type="checkbox"/> Sales Contract	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> Closing Statement	

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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 May 31, 2017

Jeffrey S. Tucker, Manager of Mesa Capital Partners, LLC which is the
Manager of Mesa Capital Manager, LLC which is the Manager of The
Print Overlook Apartments Hoover, LLC, a Georgia limited liability company

☐ Unattested

Sign



(Grantor/Grantee/Owner/Agent) circle one

(verified by)



Filed and Recorded
Official Public Records
Judge James W. Fuhrmeister, Probate Judge,
County Clerk
Shelby County, AL
05/31/2017 01:49:27 PM
\$8025.00 CHARITY
20170531000190160



Form RT-1