

This instrument was prepared by:
Charles D. Powell
Adair, Morris & Osborn, P.C.
325 N. St. Paul Street, Suite 4100
Dallas, Texas 75201

20191205000449760
12/05/2019 10:52:50 AM
DEEDS 1/10

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED, made the 3rd day of December, 2019 between FLT River Place-Icon, LLC, LLC, a Delaware limited liability company whose address is c/o Trinity Property Consultants, 2082 Michelson Drive, 4th Floor, Irvine, CA 92612 (hereinafter called the Grantor), and **Fundamental SCM 1, LLC**, a Delaware limited liability company, whose address is c/o SCAP Management, LLC, 17480 Dallas Parkway, Suite 217, Dallas, Texas 75287 (hereinafter called the Grantee):

WITNESSETH:

That the said Grantor, for and in consideration of the sum of Ten Dollars (\$10.00) lawful money of the United States of America and other good and valuable consideration, unto it well and truly paid by the Grantee hereof, the receipt whereof is hereby acknowledged, by these presents does grant, bargain, and sell and convey and remise unto the said Grantee, its successors and assigns, the following described real estate, situated in Shelby County, Alabama and more particularly described on the attached **Exhibit A**, which is incorporated herein by reference (the "**Property**").

SUBJECT HOWEVER TO, those exceptions described on the attached **Exhibit B**, which is incorporated herein by reference (the "**Permitted Exceptions**").

TOGETHER with all and singular the improvements, tenements, hereditaments and appurtenances thereunto belonging or in any way appertaining.

TO HAVE AND TO HOLD the same unto Grantee and its successors and assigns in fee simple forever.

AND Grantor does hereby specially warrant the title to the Property and will defend the same against the lawful claims of any persons claiming by, through or under Grantor, but against none other.

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

Grantor's Name and Mailing Address:
FLT River Place-Icon, LLC
2082 Michelson Drive, 4th Floor
Irvine, CA 92612

Grantee's Name and Mailing Address:
Fundamental SCM 1, LLC
17480 Dallas Parkway, Suite 217
Dallas, Texas 75287

Property Address: 4501 Old Caldwell Mill Road, Birmingham, AL

Purchase Price: \$21,000,000.00

\$14,597,000.00 of the Purchase Price was paid by the assumption of mortgage loans recorded simultaneously herewith.

The Purchase Price of the Property can be verified by the closing statement.

[signature appears on following page]

IN WITNESS WHEREOF, the said Grantor has caused this Special Warranty Deed to be executed and its common or corporate seal hereto affixed.

GRANTOR:

FLT River Place-Icon, LLC,

a Delaware limited liability company

By: 

Michael B. Earl, Vice President

ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA

)

) SS.

COUNTY OF SAN FRANCISCO

)

On November 26, 2019 before me, Patti Harrison, Notary Public, personally appeared Michael B. Earl, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/~~she~~/they executed the same in his/~~her~~/their authorized capacity(ies), and that by his/~~her~~/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature



EXHIBIT A
TO SPECIAL WARRANTY DEED
PROPERTY DESCRIPTION

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF SHELBY, STATE OF ALABAMA, AND IS DESCRIBED AS FOLLOWS:

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:

Commence at the Southwest corner of the NE 1/4, NW 1/4 of said Section 3, and run thence Easterly along the South line thereof 69.02 feet; thence turn 69°30'50" 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°00' left and run Northeasterly 240.0 feet to the Northern most corner of said Lot 1; thence turn 90°58'45" right and run Southeasterly 149.79 feet to the Southeast corner of said Lot 1; thence 6°16'15" 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°01'15" 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°56'15" left and run Northeasterly 128.13 feet; thence turn 84°50' right and run Southeasterly for 195.0 feet; thence turn 20°59'30" left and run Southeasterly for 333.22 feet; thence turn 52°39'30" left and run Easterly for 150.0 feet; thence turn 90° left and run Northerly for 600.14 feet; thence turn 41°00' right and run Northeasterly for 300.00 feet; thence turn 14°00' left and run Northeasterly for 125.0 feet; thence turn 25°00' left and run Northerly for 170.0 feet; thence turn 87°58'40" right and run Easterly for 137.41 feet to a point on the East line of the NE 1/4 of NW 1/4, Section 3, Township 19 South, Range 2 West; thence turn left 90° and run Northerly along said 1/4-1/4 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 NE 1/4 of the NW 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 1/4-1/4 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; thence turn left 31°45' and run Southeasterly for 67.96 feet; thence turn left 31°45' 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.

EXHIBIT A
(Continued)

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:

Beginning at an existing crimp iron pin, being the most Westerly corner of Lot 1 A, 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°18'51" 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°45' 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°45' 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°36'16" and a radius of 2005.22 feet; thence turn an angle to the right (59°20'24" 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°13'17" 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°45'02" 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°51'45" 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°18'35" 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°59'55" 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°49'45" and run in a Southerly direction for a distance of 6.87 feet, more or less to the point of beginning.

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:

From an existing crimp iron pin, being the most Westerly corner of Lot 1 A, 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°18'51" 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

EXHIBIT A
(Continued)

feet; thence turn an angle to the right of $31^{\circ}45'$ 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 $31^{\circ}45'$ 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, being the point of beginning, said curve being concave in a Northwesterly direction and having a central angle of $3^{\circ}36'16''$ and a radius of 2005.22 feet; thence turn an angle to the right ($59^{\circ}20'24''$ 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 $36^{\circ}13'17''$ 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 ending.

Together with an easement running along all existing sanitary sewer lines for construction, operation and maintenance of sanitary sewer.

ALSO BEING 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 111 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) North $18^{\circ}39'04''$ West 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 North $36^{\circ}03'36''$ West for 159.52 feet to a found iron pin with cap; (3) North $53^{\circ}43'08''$ West for 231.85 feet to a found iron pin with cap; (4) North $21^{\circ}53'41''$ West 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 North $08^{\circ}43'47''$ East for 425.00 feet to a point; thence South $89^{\circ}44'56''$ East for 240.00 feet to a point in the Cahaba River; thence South $00^{\circ}15'04''$ West 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) North $86^{\circ}49'15''$ East 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 South $61^{\circ}16'05''$ East for 422.88 feet to a point; (3) South $29^{\circ}21'25''$ East for 201.71 feet to a point; thence South $01^{\circ}43'10''$ West for 158.74 feet to a set iron pin, passing a set iron pin at 13.74 feet; thence leaving said South bank North $88^{\circ}16'50''$ West for 137.41 feet to a set iron pin; thence South $03^{\circ}44'30''$ West for 170.00 feet to a set iron pin; South $28^{\circ}44'30''$ West for 125.00 feet to a set iron pin; thence South $42^{\circ}44'30''$ West for 300.00 feet to a found iron pipe; thence South $01^{\circ}44'30''$ West 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 South $86^{\circ}16'43''$ West 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 North $34^{\circ}17'58''$ West 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) North $16^{\circ}12'29''$ West for 195.00 feet to a set iron pin; (2) South $78^{\circ}49'30''$ West for 128.13 feet to a set iron pin on the East line of Altadena Park Resurvey as recorded in Map Book 5, Page 111; thence along said East line of said Altadena Park

EXHIBIT A

(Continued)

Resurvey the following four (4) courses to wit: (1) (2) North 05°44'26" East for 57.79 feet to a found iron pipe; (2) North 11°15'20" West for 144.64 feet to a found iron pipe; (3) North 17°15'54" West for 149.79 feet to a found magnetic indicator in concrete; (4) South 71°36'33" West for 240.00 feet to the Point of Beginning.

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 111 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) North 18°39'04" West 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 North 36°03'36" West for 159.52 feet to a found iron pin with cap; (3) North 53°43'08" West for 231.85 feet to a found iron pin with cap; (4) North 21°53'41" West 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 North 08°43'47" East 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 North 68°04'11" East 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 North 84°22'41" East for 36.66 feet to a point; thence South 77°30'40" East for 102.25 feet to the Point of Beginning; thence South 13°45'38" East for 55.01 feet to a point; thence North 74°22'37" East for 150.88 feet to a point; thence North 19°55'58" West for 55.20 feet to a point; thence South 77°04'07" West for 144.88 feet to a point; thence South 13°45'38" East for 6.87 feet to the Point of Beginning.

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:

Commencing at a found iron pipe at the Northwest corner of Lot 1 of Altadena Park Resurvey, as recorded In Map Book 5, Page 111 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) North 18°39'04" West 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 North 36°03'36" West for 159.52 feet to a found iron pin with cap; (3) North 53°43'08" West for 231.85 feet to a found iron pin with cap; (4) North 21°53'41" West 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 North 08°43'47" East 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 North 68°04'11" East 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 North 84°22'41" East for 36.66 feet to a point; thence South 77°30'40" East for 102.25 feet to the Point of Terminus.

EXHIBIT B
TO SPECIAL WARRANTY DEED
PERMITTED EXCEPTIONS

1. Taxes, whether general, special or otherwise, and assessments for 2019.
2. Rights of tenants under unrecorded residential leases as of the date hereof, as tenants only, with no options to purchase or rights of refusal.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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.
8. Right of Way Easement to South Central Bell Telephone Company recorded in Book 6, page 813, in the Probate Office of Shelby County, Alabama.
9. 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.
10. Easement granted to Marcus Cable of Alabama as recorded in Instrument 20091015000389820, in the Probate Office of Shelby County, Alabama.
11. Easement granted to Alabama Power Company as recorded in Instrument 20100121000020170, in the Probate Office of Shelby County, Alabama.
12. Easement granted to Novus Utilities as recorded in Instrument 2001-14451, in the Probate Office of Shelby County, Alabama.

13. Terms and Conditions of unrecorded lease by and between River Place LLC and T-Mobile South LLC as referenced by Memorandum of Lease recorded in Instrument 20090929000369360, Assignment and Assumption of Ground Lease to SBA Towers II LLC as recorded in Instrument 20100827000276370 and Amended in Instrument 20170710000243760, Memorandum of Antenna Site Agreement to New Cingular Wireless PCS, LLC as recorded in Instrument 20140224000049790, in the Probate Office of Shelby County, Alabama.
14. Riparian and other rights created by the fact that the Property fronts on Cahaba River.
15. Changes in the boundary line of the land resulting from erosion or accretion caused by the flow of the Cahaba River.
16. Multifamily Mortgage, Assignment of Rents and Security Agreement dated 6/30/2015 from FLT River Place-Icon, LLC to Holliday Fenoglio Fowler, L.P., in the original principal amount of \$11,760,000.00, filed for record 7/6/2015, recorded in Instrument 20150706000224420 and subsequently transferred and assigned to U.S. Bank National Association, as Trustee for the registered holders of J.P. Morgan Chase Commercial Mortgage Securities Corp., Multifamily Mortgage Pass-Through Certificates, Series 2017-KW02, by instrument recorded in Instrument 20170331000107620, in the Probate Office of Shelby County, Alabama.
17. UCC Financing Statement recorded in Instrument 20150706000224440, showing FLT River Place-Icon, LLC as Debtor and Federal Home Loan Mortgage Corporation as Secured Party, filed for record on 7/6/2015 in the Probate Office of Shelby County, Alabama. UCC Assignment showing U.S. Bank National Association, as Trustee for the Registered Holders of J.P. Morgan Chase Commercial Mortgage Securities Corp. Multifamily Mortgage Pass-Through Certificates, Series 2017-KW02 as Secured Party recorded March 31, 2017 as Instrument No. 20170331000107630 in the aforesaid filing office.
18. Subordination, Nondisturbance and Attornment Agreement - Commercial Leases dated 6/30/2015, between Holliday Fenoglio Fowler, L.P. and SBA Towers II, LLC, filed for record 7/6/2015, recorded in Instrument 20150706000224450, in the Probate Office of Shelby County, Alabama.
19. Multifamily Mortgage, Assignment of Rents and Security Agreement from FLT River Place-Icon, LLC, a Delaware limited liability company securing a loan from Holliday Fenoglio Fowler, L.P. in the original principal amount of \$2,837,000.00 dated July 9, 2019, and recorded on July 9, 2019 in the Probate Office of Shelby County, Alabama, in Instrument 20190709000244790. Assignment of Security instrument by Holliday Fenoglio Fowler, L.P. to Federal Home Loan Mortgage Corporation dated July 9, 2019, and recorded on July 9, 2019, in the aforesaid filing office in Instrument 20190709000245070.
20. UCC Financing Statement recorded in Instrument 20190709000245080, showing FLT River Place-Icon, LLC as Debtor and Federal Home Loan Mortgage Corporation as

20191205000449760 12/05/2019 10:52:50 AM DEEDS 10/10

Secured Party, filed for record on 07/09/19 in the Probate Office of Shelby County, Alabama.



Filed and Recorded
Official Public Records
Judge of Probate, Shelby County Alabama, County
Clerk
Shelby County, AL
12/05/2019 10:52:50 AM
\$21049.00 CHARITY
20191205000449760

Allie S. Bayl