


STATUTORY WARRANTY DEED TO THE PREMISES

This instrument was prepared by:
Blank Rome LLP
1271 Avenue of the Americas
New York, New York 10020
Attention: Thomas L. Margiano

Send Tax Notice To:
Brook Highland SC LLC c/o Z. Napi
151 Bodman Place, Suite 201
Red Bank NJ 07701

STATE OF Alabama)

COUNTY OF Shelby)


20220708000270780 1/8 \$19800.00
Shelby Cnty Judge of Probate, AL
07/08/2022 12:37:04 PM FILED/CERT

STATUTORY WARRANTY DEED

THIS STATUTORY WARRANTY DEED executed and delivered this 7 day of July, 2022, by G&I IX BROOK HIGHLAND, LLC, a Delaware limited liability company (the "Grantor"), to BROOK HIGHLAND SC LLC as to a 60.43% undivided interest, Brook Highland SC TIC 1 LLC as to a 1.61% undivided interest, Brook Highland TIC 2 LLC as to a 1.85% undivided interest, Brook Highland TIC 3 LLC as to 1.54% undivided interest, Brook Highland TIC 4 LLC as to 5.74% undivided interest, Brook Highland TIC 5 LLC as to 25.43% undivided interest, Brook Highland TIC 8 LLC as to 0.89% undivided interest, Brook Highland TIC 9 LLC as to 1.59% undivided interest, and Brook Highland TIC 10 LLC as to 0.92% undivided interest, each a Delaware limited liability company (collectively, the "Grantee").

KNOW ALL MEN BY THESE PRESENTS:

That in consideration of the sum of Ten Dollars (\$10.00) in hand paid by Grantee to Grantor and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the Grantor, Grantor does by these presents grant, bargain, sell and convey unto Grantee that certain real property situated in Shelby County, Alabama, the following described property (the "Property"):

See Exhibit "A" attached hereto and made a part hereof.

TOGETHER WITH all appurtenances 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.

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

FIFTY SEVEN MILLION TWO HUNDRED FIFTY THOUSAND AND NO/100 DOLLARS (\$57,250,000.00) of the Purchase Price is being paid with the proceeds of the Mortgage recorded simultaneously herewith.

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

The Grantor hereby covenants and agrees with Grantee, its successors and assigns, that the Grantor, its 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 Grantor, but not further or otherwise.

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

GRANTOR:

G&I IX BROOK HIGHLAND, LLC,
a Delaware limited liability company

By: G&I IX Empire JV DLC LLC,
a Delaware limited liability company,
its sole member

By: G&I IX Investment Empire LLC,
a Delaware limited liability company,
its managing member


By: 
Name: **David Gray**
Title: **Vice President**

STATE OF NEW YORK)

NEW YORK COUNTY)

I, the undersigned, a notary public in and for said county in said state, hereby certify that David Gray, whose name as Vice President of G&I IX Investment Empire LLC, as the managing member of G&I IX Empire JV DLC LLC, as the sole member of G&I IX Brook Highland, LLC, a Delaware limited liability company, 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, s/he, as such and with full authority, executed the same voluntarily for and as the act of said company.

Given under my hand and official seal this 21 day of June, 2022.


Notary Public

[NOTARIAL SEAL]

My commission expires: April 18, 2026

LUCY MARIE MASCELLINO
NOTARY PUBLIC, STATE OF NEW YORK
Registration No. 01MA6431804
Qualified in Richmond County
Commission Expires APRIL 18, 2026

EXHIBIT "A"

LEGAL DESCRIPTION



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All that certain lot or parcel of land situated in the County of Shelby, State of Alabama, and being more particularly described as follows:

PARCEL I:

Lot 1, according to the Survey of Brook Highland Plaza Resurvey, as recorded in Map Book 18, page 99, in the Probate Office of Shelby County, Alabama.

LESS AND EXCEPT that part of Lot 1 which is now part of Lot 2A, according to the Lowe's Addition of Brook Highland Plaza, as recorded in Map Book 31, page 96, in the Probate Office of Shelby County, Alabama.

PARCEL II:

Lot 1A, according to the Brook Highland Plaza Resurvey, as recorded in Map Book 18, page 99, in the Probate Office of Shelby County, Alabama.

PARCEL III:

Lot 2A, according to the Brook Highland Plaza Resurvey, as recorded in Map Book 18, page 99, in the Probate Office of Shelby County, Alabama.

PARCEL IV:

Lot 2B, according to the Amended Map of Lowe's Addition to Brook Highland Plaza, as recorded in Map Book 31, page 96, in the Probate Office of Shelby, County, Alabama.

PARCEL V:

Lot 2A, according to the Amended Map of Lowe's Addition of Brook Highland Plaza, as recorded In Map Book 31, page 96, In the Probate Office of Shelby County, Alabama.

TOGETHER WITH all of the beneficial rights and interests in the easements under the following Instruments:

Declaration of Easements and Restrictive Covenants (Brook Highland Development-1.35 acre Out Parcel) by AmSouth Bank, N.A., as Ancillary Trustee for NBNC National Bank of North Carolina, as trustee for the Public Employees Retirement System of Ohio, dated 8/2/1990, and recorded In Real 307, Page 985, In the Probate Office of Shelby County, Alabama.

Easement Agreement dated 10-12-1993, by and between AmSouth Bank, N.A., as Ancillary Trustee for NationsBank of North Carolina, N.A., as Trustee for the Public Employees Retirement System of Ohio, and Brook Highland Limited Partnership, a Georgia Limited Partnership recorded In Instrument 1993-32515, In the Probate Office of Shelby County, Alabama.




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ALSO:

All beneficial rights in easements granted to Developers Diversified of Alabama, Inc., an Alabama corporation by the "Easement Agreement" dated 12-30-1994, by and between Brook Highland Limited Partnership and Developers Diversified of Alabama, Inc., as recorded in Instrument 1994- 37773 and in Instrument 1995-27233, in the Probate Office of Shelby County, Alabama.

Non-exclusive; perpetual right and easement in and to the common property as described in Brook Highland Common Property Declaration of Covenants, Conditions and Restrictions recorded in Book 307, Page 950, in the Probate Office of Shelby County, Alabama.

EXHIBIT "B"
PERMITTED EXCEPTIONS


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1. Any claim to (a) ownership of or rights to minerals and similar substances, including but not limited to ores, metals, coal, lignite, oil, gas, uranium, limestone, clay, rock, sand, and gravel located in, on, or under the Land or produced from the Land, whether such ownership or rights arise by lease, grant, exception, conveyance, reservation, or otherwise, and (b) any rights, privileges, immunities, rights of way, and easements associated therewith or appurtenant thereto, whether or not the interest or rights excepted in (a) or (b) appear in the Public Records or are shown in Schedule B.
- 2.. Taxes and assessments for the year 2022 and subsequent years, which are not yet due and payable.
3. Easement to D & D Water Renovation Systems, Inc. recorded in Real 107, page 968 and Map Book 16, page 102, in the Probate Office of Shelby County, Alabama and as shown on the survey of Blew & Associates, P.A. dated May 2, 2022, being Project No. 1122002804.
4. Rights of Alabama State Land Company and its successors and assigns in and to the mineral rights within and underlying the insured premises, as more particularly set out in that certain deed recorded in Deed Book 28, page 581, in the Probate Office of Shelby County, Alabama.
5. Brook Highland Common Property Declaration of Covenants, Conditions and Restrictions, recorded in Real 307, page 950, in the Probate Office of Shelby County, Alabama.
6. Transmission line permit to Alabama Power Company, as recorded in Deed Book 112, page 134, as amended by the containment certification letter from Alabama Power Company dated 10-14-93, in the Probate Office of Shelby County, Alabama.
7. Declaration of Easements and Restrictive Covenants (Brook Highland Development - 1.30 acre Out Parcel), recorded in Real 307, page 985, in the Probate Office of Shelby County, Alabama.
8. Declaration of Protective Covenants which relate to the Watershed Property and the maintenance thereof, as set out by instrument recorded in Real 194, page 54, in the Probate Office of Shelby County, Alabama.
9. Permit to Southern Bell Telephone and Telegraph Company recorded in Deed Book 349, page 865, in the Probate Office of Shelby County, Alabama.
10. Restrictions and conditions as set out in that certain deed recorded in Real 308, page 1 in the Probate Office of Shelby County, Alabama.
11. Sign Easement Agreement recorded in Instrument 1993-32519, in the Probate Office of Shelby County, Alabama, and as shown on the survey of Blew & Associates, P.A. dated May 2, 2022, being Project No. 1122002804.
12. Sewer Easement Agreement recorded in Instrument 1993-32518, in the Probate Office of Shelby County, Alabama, and as shown on the survey of Blew & Associates, P.A. dated May 2, 2022, being Project No. 1122002804.
13. Declaration of Sign Easement recorded in Instrument 1993-32516, in the Probate Office of Shelby County, Alabama, and as shown on the survey of Blew & Associates, P.A. dated May 2, 2022, being Project No. 1122002804.
14. Easement to the Water Works and Sewer Board of the City of Birmingham, recorded in Instrument 1993-32517 and Instrument 1998-49511, in the Probate Office of Shelby County, Alabama, and as shown on the survey of Blew & Associates, P.A. dated May 2, 2022, being Project No. 1122002804.
15. Restrictions appearing of recorded in Instrument 1993-32511 and Instrument 20020809000378390, in the

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Probate Office of Shelby County, Alabama, and as shown on the survey of Blew & Associates, P.A. dated May 2, 2022, being Project No. 1122002804.

16. Required Approvals by Architectural Review Committee recorded in Instrument 1993-32514. in the Probate Office of Shelby County, Alabama.
17. Covenant, restrictions, building setback line, rear-yard setback line, utilities easements, maintenance easements, access easement, all as shown and set out on the map and plat of Brook Highland Plaza Resurvey, a Resurvey of Lots 1 and 2, Brook Highland Plaza us recorded in Map Book 18, page 99, in the Probate Office of Shelby County, Alabama, and as shown on the survey of Blew & Associates, P.A. dated May 2, 2022, being Project No. 1122002804.
18. The non-beneficial covenants, easements, rights, duties and burdens as to the Insured(s) herein, as set out in that certain Easement Agreement recorded in Instrument 1994-37773 and Instrument 1995-27233, in the Probate Office of Shelby County, Alabama.
19. Declaration of Restrictive Covenants in regard to usage of "out parcels" as set out in Instrument 1994-22322, in the Probate Office of Shelby County, Alabama.
20. Rights of tenants, as tenants only, under unrecorded written leases, as set forth on the certified rent roll attached to the title policy and made part hereof, without any rights of first refusal or options to purchase the property.
21. Easement to Water Works Board of the City of Birmingham recorded in Instrument 1995-6233 and Instrument 1995-6234, in the Probate Office of Shelby County, Alabama, and as shown on the survey of Blew & Associates, P.A. dated May 2, 2022, being Project No. 1122002804.
22. Terms and conditions of that certain Easement Agreement recorded in Instrument 1993-32515 and Instrument 1995-3022, in the Probate Office of Shelby County, Alabama, and as shown on the survey of Blew & Associates, P.A. dated May 2, 2022, being Project No. 1122002804.
23. Agreement as recorded in Instrument 1999-23930, in the Probate Office of Shelby County, Alabama.
24. Right of way to the Water Works and Sewer Board recorded in Instrument 20020927000466140, in the Probate Office of Shelby County, Alabama, and as shown on the survey of Blew & Associates, P.A. dated May 2, 2022, being Project No. 1122002804.
25. Right of Way granted to Alabama Power Company by instrument recorded in Instrument 20080709000277130 in the Probate Office of Shelby County, Alabama, and as shown on the survey of Blew & Associates, P.A. dated May 2, 2022, being Project No. 1122002804.
26. Right of way to Birmingham Water Works and Sewer Board. recorded in Instrument 20030423000250340 and Instrument 20021028000531270, in the Probate Office of Shelby County, Alabama, and as shown on the survey of Blew & Associates, P.A. dated May 2, 2022, being Project No. 1122002804.
27. Easement to Alabama Power Company recorded in Instrument 20140428000124970, in the Probate Office of Shelby County, Alabama.
28. Covenants, restrictions, building setback line, rear-yard setback line, utilities easements, maintenance easements, access easement, all as shown and set out on the map and plat of the Amended Map of Lowe's Addition to Brook Highland Plaza, as recorded in Map Book 31, page 96, in the Probate Office of Shelby County, Alabama, and as shown on the survey of Blew & Associates, P.A. dated May 2, 2022, being Project No. 1122002804.
29. Required Approvals by the Architectural Review Committee, recorded in Instrument 1993-32513, in the Probate Office of Shelby County, Alabama.
30. Restrictions, Covenants and Conditions as set out in Agreement between AmSouth Bank, NA, as Ancillary



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Trustee for NCNB National Bank of North Carolina, as Trustee for the Public Employees Retirement System of Ohio and Woman's Missionary Auxiliary to Southern Baptist Convention dated 8/31/1990 and recorded in Real Book 309, page 317, in the Probate Office of Shelby County, Alabama, and as shown on the survey of Blew & Associates, P.A. dated May 2, 2022; being Project No. 1122002804.

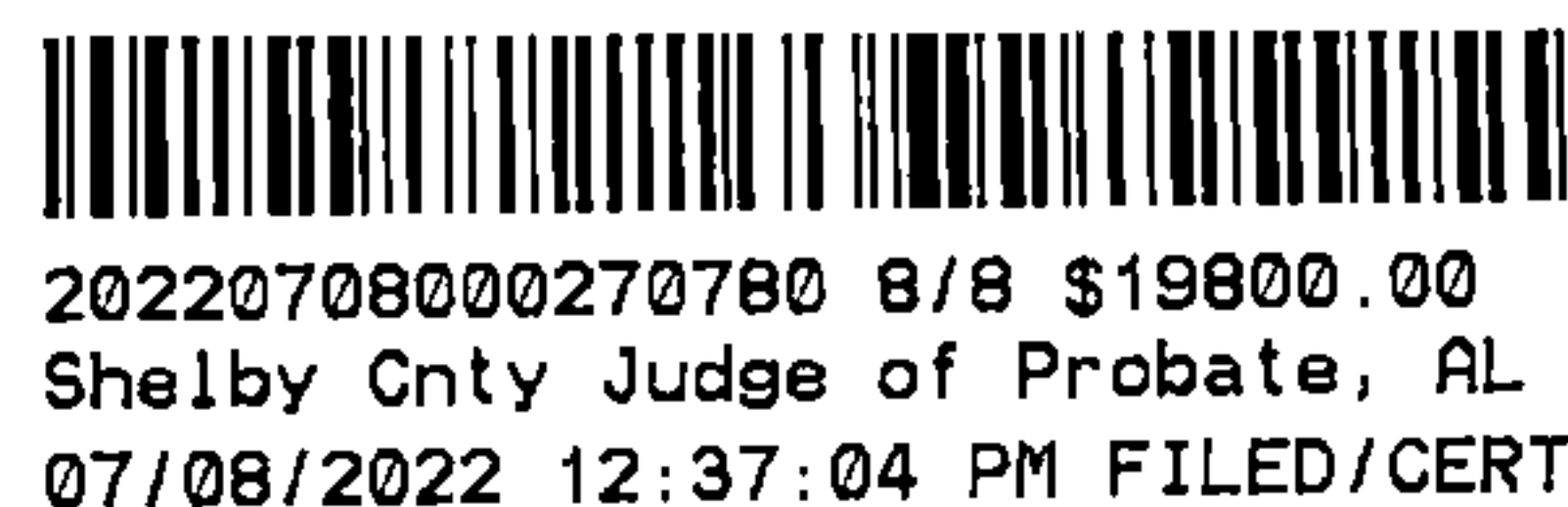
31. Pad B Net Ground Lease by and between Developers Diversified of Alabama, Inc. and Brook Highland Limited Partnership without rights or options to purchase or rights of first refusal to purchase the subject property contained therein, as amended by that certain First Amendment to Net Ground Lease (Pad B), as evidenced by Memorandum of Net Ground Lease (Pad B) filed for record 9/27/1995, recorded in Instrument 1995-27244 and as evidenced by First Amendment to Memorandum of Net Ground Lease recorded in Instrument No. ~~20220708000270780~~ ²⁰⁰²⁰⁸⁰⁹⁰⁰⁰³⁷⁸³⁸⁰ in the Probate Office of Shelby County, Alabama.
32. Terms and conditions of that certain Ground Lease Agreement dated 8/9/2002 by and between Developers Diversified of Alabama, Inc. and Lowe's Home Centers, Inc., a North Carolina corporation, filed for record 8/9/2002, recorded in Instrument 20020809000378380, in the Probate Office of Shelby County, Alabama, and any and all amendments thereto. (Lowe's)
33. Encroachment of Building 6 with the 20 foot utility easement as shown on the survey of Blew & Associates, P.A. dated May 2, 2022, being Project No. 1122002804.

Real Estate Sales Validation Form

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

Grantor's Name G4I IX Brook Highland LLC Grantee's Name Brook Highland SC LLC
Mailing Address c/o ~~Blank~~ Blank Rome Mailing Address c/o Zain Zaini
1271 Avenue of the Americas 151 Bodman Place, Ste 201
New York NY 10020 Red Bank NJ 07701

Property Address 5291 U.S. Highway 280 Date of Sale 7/7/2022
Birmingham AL Total Purchase Price \$ 77,000,000.00
or
Actual Value \$
or
Assessor's Market Value \$



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)

- ☐ Bill of Sale ☐ Appraisal
☒ Sales Contract ☐ Other
☐ Closing Statement

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 06/21/2022 Print David Gray
Unattested Sign [Signature]
(verified by) (Grantor/Grantee/Owner/Agent) circle one

Print Form

Form RT-1