



THOMAS TITLE & ESCROW

DATE/TIME: 10/03/2012 1632

FEE: \$11.00

PAGES: 4

FEE NUMBER: 2012-085830



WHEN RECORDED
MAIL TO:

Maricopa Development LLC
Chana Ellison
1985 Cedar Bridge Ave. Ste. 1
Lakewood, NJ 08701

121471-33

1/08/1

SPECIAL WARRANTY DEED

For the consideration of Ten Dollars, and other valuable considerations, I or we,
APEX Capital Fund 1, LLC, an Arizona limited liability company
do hereby convey to

Maricopa Development LLC, a Delaware limited liability company

the following described property situated in the County of Pinal, State of Arizona, together with
all rights and privileges appurtenant thereto, to wit:

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

SUBJECT TO: Current taxes, assessments, reservations in patents and all easements, rights of way,
encumbrances, liens, covenants, conditions, restrictions, obligations and liabilities as may appear of
record.

And the Grantor hereby binds itself and its successors to warrant and defend the title, as against all
acts of the Grantor herein and no other, subject to the matters above set forth.

Dated this 2nd day of October, 2012.

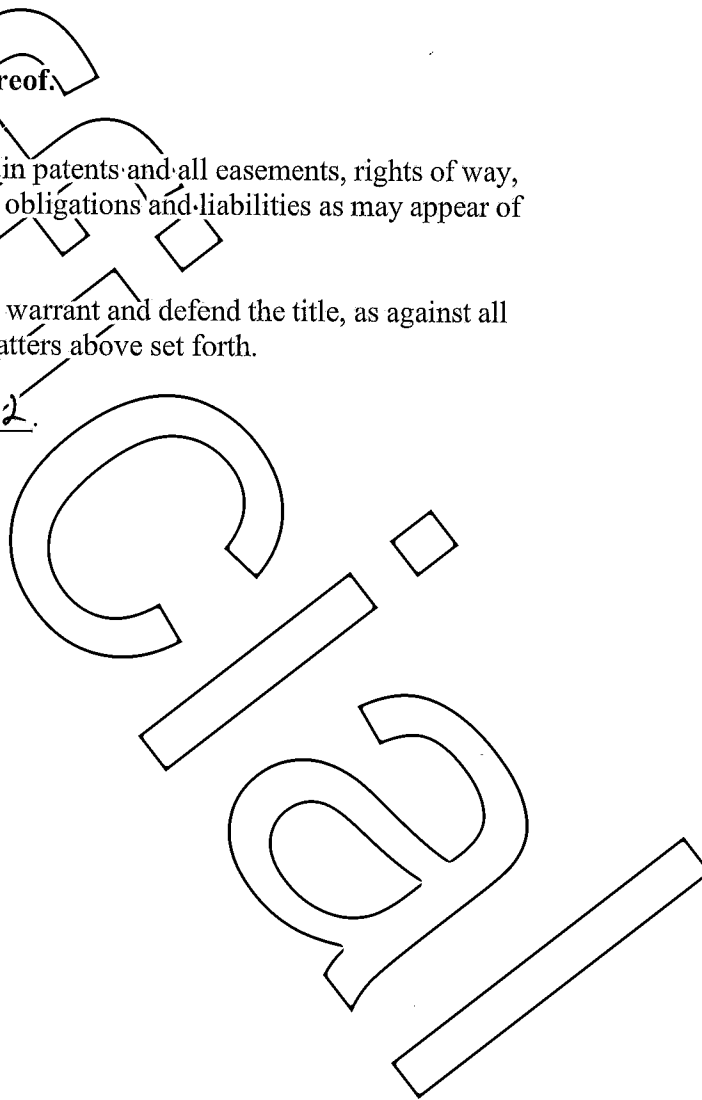
Apex Capital Fund 1, L.L.C., an Arizona limited
liability company

By: DTR1D, L.L.C., an Arizona limited liability
company

Its: Manager

By: 

Its: Authorized Agent




State of Arizona } ss
County of Maricopa

This instrument was acknowledged before me this 2nd day of October,
2012, by Gary S. Elbogen, Authorized Agent.

Deanne C. Hagey
Notary Public

My commission will expire:

 DEANNE C. HAGEY
Notary Public - Arizona
Maricopa County
Expires 01/31/2013

DEANNE C. HAGEY

EXHIBIT "A"

PARCEL NO. 1:

Lots 1 through 11, inclusive, 35 through 53, inclusive, 56 through 91, inclusive, and 99 through 103, inclusive, **SORRENTO PARCEL 1**, as set forth on the Final Plat for Sorrento Parcel 1, recorded in the Office of the County Recorder of Pinal County, Arizona, in Cabinet F, Slide 85.

PARCEL NO. 2:

Lot 1, 4 through 13, inclusive, 48, 49, 63, 64, 68 through 105, inclusive, 108, 110 through 120, inclusive, 134 and 136, **SORRENTO PARCEL 2**, as set forth on the Final Plat for Sorrento Parcel 1, recorded in the Office of the County Recorder of Pinal County, Arizona, in Cabinet F, Slide 86; and Affidavit of Correction recorded as Fee 2007-51195, of Official Records.

PARCEL NO. 3:

Lots 1 through 102, inclusive, **SORRENTO PARCEL 4**, as set forth on the Final Plat for Sorrento Parcel 4, recorded in the Office of the County Recorder of Pinal County, Arizona, in Cabinet F, Slide 88.

PARCEL NO. 4:

Lots 1 through 123, inclusive, **SORRENTO PARCEL 6**, as set forth on the Final Plat for Sorrento Parcel 6, recorded in the Office of the County Recorder of Pinal County, Arizona, in Cabinet F, Slide 90.

PARCEL NO. 5:

Lots 1, 5 through 13, inclusive, 43 through 122, inclusive, **SORRENTO PARCEL 7**, as set forth on the Final Plat for Sorrento Parcel 7, recorded in the Office of the County Recorder of Pinal County, Arizona, in Cabinet F, Slide 91.

PARCEL NO. 6:

Lots 1 through 143, inclusive, **TORTOSA SOUTH PARCEL A**, recorded in the Office of the County Recorder of Pinal County, Arizona, in Cabinet G, Slide 91.

PARCEL NO. 7:

Lots 1 through 140, inclusive, **TORTOSA SOUTH PARCEL C**, recorded in the Office of the County Recorder of Pinal County, Arizona, in Cabinet G, Slide 92.

PARCEL NO. 8:

Lots 4 through 41, inclusive, 80 through 100, inclusive, TORTOSA SOUTH PARCEL L, recorded in the Office of the County Recorder of Pinal County, Arizona, in Cabinet G, page 99.

ARIZONA
COUNTY RECORDERS
ASSOCIATION

AFFIDAVIT OF PROPERTY VALUE

1. ASSESSOR'S PARCEL IDENTIFICATION NUMBER(s)

Primary Parcel: 502-54-3670 9
BOOK MAP PARCEL SPLIT LETTER

Does this sale include any parcels that are being split / divided?

Check one: Yes No

How many parcels, other than the Primary Parcel, are included in this sale? 794

Please list the additional parcels below (no more than four):

- 502-54-3680 8 502-54-3690 7
- 502-54-3700 4 502-54-3710 3

FOR RECORDER'S USE ONLY

PINAL COUNTY

DATE/TIME: 10/03/2012 1632

FEE NUMBER: 2012-085830

2. SELLER'S NAME AND ADDRESS:

APEXCapital Fund 1, LLC
17207 N Perimeter Dr. # 200
Scottsdale, AZ 85255

3. BUYER'S NAME AND ADDRESS:

Marcopa Development LLC
1985 Cedar Bridge Avenue
Ste. 1
Lakewood, NJ 08701

(b) Are the Buyer and Seller related?
If Yes, state relationship:

Yes No

4. ADDRESS OF PROPERTY:

vacant land

5. MAIL TAX BILL TO:

same as number 3

6. PROPERTY TYPE (for Primary Parcel): NOTE: Check Only One Box

- a. Vacant Land
- b. Single Family Residence
- c. Condo or Townhouse
- d. 2-4 Plex
- e. Apartment Building
- f. Commercial or Industrial Use
- g. Agricultural
- h. Mobile or Manufactured Home
 Affixed Not Affixed
- i. Other Use; Specify:

7. RESIDENTIAL BUYER'S USE: If you checked b, c, d or h in Item 6 above, please check one of the following:

- To Be used as a primary residence Owner occupied, not a primary residence
- To be rented to someone other than a "family member."

See second page for definition of a "family member."

8. If you checked e or f in Item 6 above, indicate the number of units: _____
For Apartmentx, Motels/Hotels, Mobile Home/RV Parks,, etc.

9. TYPE OF DEED OR INSTRUMENT (Check Only One Box):

- a. Warranty Deed
- b. Special Warranty Deed
- c. Joint Tenancy Deed
- d. Contract or Agreement
- e. Quit Claim Deed
- f. Other:

10. SALE PRICE: \$11,950,000.00

11. DATE OF SALE (Numeric Digits): 10 / 03 / 2012
Month / Year

12. DOWN PAYMENT: \$11,950,000.00

13. METHOD OF FINANCING:

- a. Cash (100% of Sale Price)
- b. Barter or trade
- c. Assumption of existing loan(s)
- d. Seller Loan (Carryback)
- e. New loan(s) from financial institution:
(1) Conventional
(2) VA
(3) FHA
- f. Other financing; Specify:

14. PERSONAL PROPERTY (see second page for definition):

- (a) Did the Sale Price in Item 10 include Personal Property that impacted the Sale Price by 5% or more? Yes No
- (b) If Yes, provide the dollar amount of the Personal Property:

\$0.00 AND

briefly describe the Personal Property: NA

15. PARTIAL INTEREST: If only a partial ownership interest is being sold,

briefly describe the partial interest: NA

16. SOLAR / ENERGY EFFICIENT COMPONENTS:

- (a) Did the Sale Price in Item 10 include solar energy devices, energy efficient building components, renewable energy equipment or combined heat and power systems that impacted the Sale Price by 5% or more? Yes No
- If Yes, briefly describe the solar / energy efficient components:

17. PARTY COMPLETING AFFIDAVIT (Name, Address, Phone):

THOMAS TITLE & ESCROW, LLC
16435 N. Scottsdale Rd., Ste. 405, Scottsdale, AZ 85254
Phone (480) 222-1116

18. LEGAL DESCRIPTION (attach copy if necessary):

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

THE UNDERSIGNED BEING DULY SWORN, ON OATH, SAYS THAT THE FOREGOING INFORMATION IS A TRUE AND CORRECT STATEMENT OF THE FACTS PERTAINING TO THE TRANSFER OF THE ABOVE DESCRIBED PROPERTY.

Signature of Seller/Agent

State of Arizona, County of Maricopa

Subscribed and sworn to before me on this 3 day of Oct 20 12

Notary Public [Signature]

Notary Expiration Date 3-31-16

Signature of Buyer/Agent

State of Arizona, County of Maricopa

Subscribed and sworn to before me on this 3 day of Oct 20 12

Notary Public [Signature]

Notary Expiration Date 3-31-16



J. TEYNOR
Notary Public — Arizona
Maricopa County
Expires 03/31/2016



J. TEYNOR
Notary Public — Arizona
Maricopa County
Expires 03/31/2016

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STATUTES AND EXEMPTIONS

S. §§ 11-1133 and 11-1137(B) require all buyers and sellers of real property or their agents to complete and attest to this Affidavit. Failure to do so constitutes a 2 misdemeanor and is punishable by law.

County Assessors and the Department of Revenue use data obtained from the affidavits to develop tables and schedules for the uniform valuation of properties by their market value. Data supplied for an individual property will not directly affect the assessment or taxes of that property.

S. § 11-1134 exempts certain transfers from completion of the Affidavit of Property Value and the \$2.00 filing fee. The list of exemption codes below. If the transfer meets the criteria for an exemption, do not complete the Affidavit. Instead, please post the Statute Number and Exemption Code on the face of the Deed, in the area beneath the Legal Description. For example, if Exemption Code B3 is applicable, the proper exemption notation would be A.R.S. 11-1134 B3.

LIST OF EXEMPTION CODES (A.R.S. § 11-1134)

- A1. A deed that represents the payment in full or forfeiture of a recorded contract for the sale of real property.
- A2. A lease or easement on real property, regardless of the length of the term.
- A3. Sales to or from government: "A deed, patent or contract for the sale or transfer of real property in which an agency or representative of the United States, this state, a county, city or town of this state or any political subdivision of this state is the named grantor, and authorized seller, or purchaser."
- A4. A quitclaim deed to quiet title as described in A.R.S. § 12-1103, subsection B or otherwise executed for no monetary consideration.
- A5. A conveyance of real property that is executed pursuant to a court order.
- A6. A deed to an unpatented mining claim.
- A7. A deed of gift.
- B1. A transfer solely in order to provide or release security for a debt or obligation, including a trustee's deed pursuant to power of sale under a deed of trust.
- B2. A transfer that confirms or corrects a deed that was previously recorded.
- B3. When the transfer of title has only nominal actual consideration for the transfer of residential property between:
 - a. Husband and wife, or Ancestor of the husband and wife.
 - b. Parent and child, including natural or adopted children and their descendants.
 - c. Grandparent and grandchild.
 - d. Natural or adopted siblings.
- B4. A transfer of title on a sale for delinquent taxes or assessments.
- B5. A transfer of title on partition.
- B6. A transfer of title pursuant to a merger of corporations.
- B7. For no consideration or nominal consideration:
 - a. By a subsidiary to its parent or from a parent to a subsidiary.
 - b. Among commonly controlled entities.
 - c. From a member to its limited liability company or from a limited liability company to a member.
 - d. From a partner to its partnership.
 - e. From a partnership to a partner.
 - f. From a joint venturer to its joint venture.
 - g. From a joint venture to a joint venturer.
 - h. From a trust beneficiary to its trustee.
 - i. From a trustee to its trust beneficiary.
 - j. From any of the entities in subdivisions (a) through (i) of this paragraph to a single purpose entity in order to obtain financing.
- B8. A transfer from a person to a trustee or from a trustee to a trust beneficiary with only nominal consideration for the transfer.
- B9. A transfer of title to and from an intermediary for the purpose of creating a joint tenancy estate or some other form of ownership.
- B10. A transfer from a husband and wife or one of them to both husband and wife to create an estate in community property with right of survivorship.
- B11. A transfer from two or more persons to themselves to create an estate in joint tenancy with right of survivorship.
- B12. A transfer pursuant to a beneficiary deed with only nominal actual consideration for the transfer.
- B13. From an owner to itself or a related entity for no or nominal consideration solely for the purpose of consolidating or splitting parcels.
- B14. Due to a legal name change.

Any instrument describing a transaction exempted by A.R.S. § 11-1134 shall bear a notation thereof on the face of the instrument at the time of recording, indicating the specific exemption that is claimed.

DEFINITION OF FAMILY MEMBER

S. § 42-12053 provides that a property be classified as rental residential if the owner intends to rent it for more than three months during the next twelve consecutive months to someone other than a family member. "Family member" is defined as:

- a. A natural or adopted son or daughter of the taxpayer or a descendent of either.
- b. The father or mother of the taxpayer or an ancestor of either.
- c. A stepson or stepdaughter or stepparent of the taxpayer.
- d. A son-in-law, daughter-in-law, father-in-law, or mother-in-law of the taxpayer.
- e. A natural or adopted sibling of the taxpayer.

DEFINITION OF PERSONAL PROPERTY

Personal Property is all other property that is not Real Property. In general, it is all property other than land, buildings and other permanent structures. Personal Property is tangible or intangible. Examples of tangible personal property are furniture, equipment and inventory. Examples in the intangible category are franchises, businesses, goodwill, and corporate stocks and bonds.