



OFFICIAL RECORDS OF
PINAL COUNTY RECORDER
Virginia Ross
Electronically Recorded

DATE/TIME: 04/16/2019 1255
FEE: \$17.00
PAGES: 6
FEE NUMBER: 2019-028243

FIDELITY NATIONAL TITLE

When recorded, return to:
Richmond American Homes of Arizona, Inc.
Attn: Ryan Huffman
16427 N. Scottsdale Road, Suite 175
Scottsdale, AZ 85254

55001454 1 of 2

(Space above this line for Recorder's use)

SPECIAL WARRANTY DEED

For the consideration of Ten Dollars, and other valuable consideration, the receipt and sufficiency of which are acknowledged, PALO BREA, LLC, an Arizona limited liability company ("**Palo Brea**"), Palo Brea 48, LLC, an Arizona limited liability company ("**Palo Brea 48**"), Maricopa 48, LLC, an Arizona limited liability company ("**Maricopa 48**"), PBRE, LLC, an Arizona limited liability company ("**PBRE**") (Palo Brea, Palo Brea 48, Maricopa 48 and PBRE shall be collectively referred to herein as the "**Grantor**"), conveys to RICHMOND AMERICAN HOMES OF ARIZONA, INC., a Delaware corporation ("**Grantee**"), the following described real property situated in Pinal County, Arizona, together with all buildings, structures, improvements and fixtures on the real property and all rights and privileges appurtenant to the real property:

See the legal description set forth in Exhibit "A" attached and incorporated by this reference (the "**Property**").

SUBJECT TO All current general and special real property taxes and other assessments, reservations in patents, water rights, claims or titles to water and all easements, rights of way, encumbrances, liens, covenants, conditions, restrictions, obligations and liabilities as may appear of record, all documents establishing or relating to the master-planned community of which the Property is a portion, any matter shown on the plat of the Property, and any matter that would be disclosed by a current inspection or current accurate ALTA/NSPS survey of the Property.

Grantor binds itself and its successors, heirs, legatees and personal representatives to warrant and defend title to the Property as against the acts of Grantor and none other, subject to the matters set forth above.

Dated this 16th day of April, 2019.

[SIGNATURE PAGES FOLLOW]

GRANTOR:

PALO BREA, LLC, an Arizona limited liability company

By: Willis Capital Fund Limited Partnership,
an Arizona limited partnership,
Its Managing Member

By: DS Willis, LLC, an Arizona limited
liability company,
Its General Partner

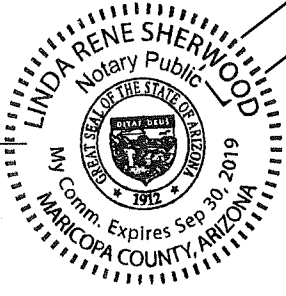
By: *Charles Dale Willis Jr.*
Name: *C. Dale Willis Jr.*
Its: *Manager*

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me this 26 day of ^{March} ~~April~~,
2019, by Charles Dale Willis, Jr., the Manager of DS Willis, LLC,
an Arizona limited liability company, on behalf of the company.

Linda Rene Sherwood
Notary Public

My commission expires:



Large stylized watermark text, possibly 'C&S' or similar, is visible diagonally across the bottom right portion of the page.

GRANTOR:

PALO BREA 48, LLC, an Arizona limited liability company

By: [Signature]

Name: **John Falkner, Authorized Signer**

STATE OF ARIZONA)
)
County of Maricopa)

ss.

The foregoing instrument was acknowledged before me this 12th day of April, 2019, by John Falkner, the Auth. Signer of PALO BREA 48, LLC; an Arizona limited liability company, on behalf of the company.

[Signature]
Notary Public

My commission expires:

8.9.22



KRISTINA GOODING
Notary Public - Arizona
Maricopa Co., #547790
Expires 08/09/2022

DUPLICATE

GRANTOR:

MARICOPA 48, LLC, an Arizona limited liability company

By: JLB Management, LLC, an Arizona limited liability Company, manager

By: JB Holdings, Inc., an Arizona corporation, manager

By: [Signature]
Name: John Beerling
Its: President

STATE OF ARIZONA)

County of Maricopa)

ss.

The foregoing instrument was acknowledged before me this 12th day of April, 2019, by John Beerling, the President of JB Holdings, Inc., an Arizona corporation, on behalf of the company.

[Signature]
Notary Public

My commission expires:

8.9.22



KRISTINA GOODING
Notary Public - Arizona
Maricopa Co. / #547790
Expires 08/09/2022

GRANTOR:
PBRE, LLC, an Arizona limited liability company
By: Carterco, L.L.P., an Arizona limited liability
partnership, manager

By: [Signature]
Name: Vincent Carter
Its: MANAGER

STATE OF ARIZONA)
County of Maricopa) ss.

The foregoing instrument was acknowledged before me this 28 day of April,
2019, by VINCENT CARTER, the MANAGER of Carterco, L.L.P.,
an Arizona limited liability partnership, on behalf of the company.

MARCH

[Signature]
Notary Public

My commission expires:
12/18/2019

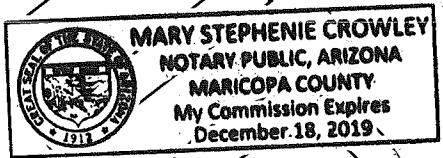


Exhibit "A"

Legal Description
(attached to Special Warranty Deed)

The real property situated in Pinal County, Arizona, described as follows:

Lots 214 through 228, inclusive and Lots 241 through 255, inclusive, PALO BREA, according to Cabinet E of Maps, Slide 196, records of Pinal County, Arizona.

AFFIDAVIT OF PROPERTY VALUE

1. ASSESSOR'S PARCEL IDENTIFICATION NUMBER(S)

Primary Parcel: 512-10-214
 BOOK MAP PARCEL SPLIT

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? 29

Please list the additional parcels below (attach list if necessary):

- (1) 512-10-215 (2) 512-10-216
 (3) 512-10-217 (4) 512-10-218

2. SELLER'S NAME AND ADDRESS:

Palo Brea, LLC ET AL
3850 E. Baseline Rd. #118
Mesa, AZ 85206

3. (a) BUYER'S NAME AND ADDRESS:

Richmond American Homes of Arizona, Inc.
16427 N Scottsdale Rd. #175
Scottsdale, AZ 85254

(b) Are the Buyer and Seller related? Yes No
 If Yes, state relationship:

4. ADDRESS OF PROPERTY:

Vacant Land - 30 lots
Maricopa, AZ

5. (a) MAIL TAX BILL TO: (Taxes due even if no bill received)

Richmond American Homes of Arizona, Inc.
16427 N. Scottsdale Rd. #175
Scottsdale, AZ 85254

(b) Next tax payment due October 2019

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

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

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

- a. To be used as a primary residence.
 b. To be rented to someone other than a "qualified family member."
 c. To be used as a non-primary or secondary residence.

See reverse side for definition of a "primary residence, secondary residence" and "family member."

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

COUNTY OF RECORDATION ONLY
 FEE NO 2019-028243
 RECORD DATE 04/16/2019

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

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

10. SALE PRICE: \$ 2,100,000.00

11. DATE OF SALE (Numeric Digits): 12/2018
 Month / Year

12. DOWN PAYMENT \$ 0.00

13. METHOD OF FINANCING:

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

14. PERSONAL PROPERTY (see reverse side for definition):

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

\$ 00 AND

briefly describe the Personal Property:

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

briefly describe the partial interest: n/a

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 percent or more? Yes No
 If Yes, briefly describe the solar / energy efficient components:

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

The parties herein

 Phone: _____

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 _____, County of _____

Subscribed and sworn to before me on this _____ day of _____ 20____

Notary Public _____

Notary Expiration Date _____

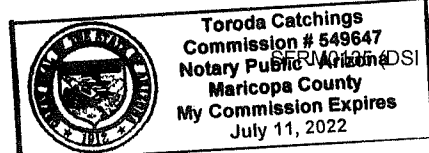
Signature of Buyer / Agent _____

State of Arizona, County of Maricopa

Subscribed and sworn to before me on this 15 day of April 2019

Notary Public Loitchung

Notary Expiration Date July 11, 2022



AFFIDAVIT OF PROPERTY VALUE

1. ASSESSOR'S PARCEL IDENTIFICATION NUMBER(S)

Primary Parcel: 512-10-214
 BOOK MAP PARCEL SPLIT

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? 29

Please list the additional parcels below (attach list if necessary):

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3850 E. Baseline Rd. #118
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Richmond American Homes of Arizona, Inc.
16427 N Scottsdale Rd. #175
Scottsdale, AZ 85254

(b) Are the Buyer and Seller related? Yes No
 If Yes, state relationship:

4. ADDRESS OF PROPERTY:

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Maricopa, AZ

5. (a) MAIL TAX BILL TO: (Taxes due even if no bill received)

Richmond American Homes of Arizona, Inc.
16427 N. Scottsdale Rd. #175
Scottsdale, AZ 85254

(b) Next tax payment due October 2019

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

- a. Vacant Land f. Commercial or Industrial Use
 b. Single Family Residence g. Agricultural
 c. Condo or Townhouse h. Mobile or Manufactured Home
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 b. To be rented to someone other than a "qualified family member."
 c. To be used as a non-primary or secondary residence.

See reverse side for definition of a "primary residence, secondary residence" and "family member."

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

FOR RECORDER'S USE ONLY

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

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

10. SALE PRICE: \$ 2,100,000.00

11. DATE OF SALE (Numeric Digits): 12/2018
 Month / Year

12. DOWN PAYMENT \$ 0.00

13. METHOD OF FINANCING:

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

14. PERSONAL PROPERTY (see reverse side for definition):

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

\$ AND

briefly describe the Personal Property:

15. PARTIAL INTEREST: If only a partial ownership interest is being sold, briefly describe the partial interest: n/a

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 percent or more? Yes No
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17. PARTY COMPLETING AFFIDAVIT (Name, Address, Phone Number):
The parties herein

Phone:

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 AZ, County of Maricopa

Subscribed and sworn to before me on this 12 day of April 2019

Notary Public Leslie Pierce

Notary Expiration Date 12/03/2021

Signature of Buyer / Agent

State of , County of

Subscribed and sworn to before me on this day of 20

Notary Public

Notary Expiration Date



LESLIE PIERCE
 Notary Public - Arizona
 Maricopa County
 Expires 12/03/2021

EXHIBIT "A"
Legal Description

Lots 214 through 228, inclusive and Lots 241 through 255, inclusive, PALO BREA, according to Cabinet E of Maps, Slide 196, records of Pinal County, Arizona.

Proprietary

APN LIST FOR AFFIDAVIT OF PROPERTY VALUE

512-10-219

512-10-220

512-10-221

512-10-222

512-10-223

512-10-224

512-10-225

512-10-226

512-10-227

512-10-228

512-10-241

512-10-242

512-10-243

512-10-244

512-10-245

512-10-246

512-10-247

512-10-248

512-10-249

512-10-250

512-10-251

512-10-252

512-10-253

512-10-254

512-10-255