



OFFICIAL RECORDS OF
PINAL COUNTY RECORDER
Virginia Ross
Electronically Recorded

DATE/TIME: 12/16/2019 1622
FEE: \$30.00
PAGES: 9
FEE NUMBER: 2019-107577

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

55002033 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, as to Lots 256 through 261 and 280 through 282 ("Palo Brea"), PALO BREA 48, LLC, an Arizona limited liability company, as to Lots 229 through 240, Lots 262 through 265, Lot 269, Lot 271 ("Palo Brea 48"), MARICOPA 48, LLC, an Arizona limited liability company, as to Lots 312 through 314 ("Maricopa 48"), and PBRE, L.L.C., an Arizona limited liability company, as to Lots 278 and 279 ("PBRE") (Palo Brea, Palo Brea 48, Maricopa 48 and PBRE collectively hereinafter referred to as the "Grantor"), convey 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 December 2019.

[Signatures on following pages]

GRANTOR:

PALO BREA, LLC, an Arizona limited liability company

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

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

By: *Charles Dale Willis, Jr.*
Charles Dale Willis, Jr.
Its: Manager

STATE OF Arizona

County of Maricopa §§

The foregoing instrument was acknowledged before me this 16 day of December 2019, by Charles Dale Willis, Jr., the Manager of DS Willis, LLC, an Arizona limited liability company, the General Partner of Willis Capital Fund, LP an Arizona limited partnership, the Managing Member on behalf of the company.



Linda Rene Sherwood
Notary Public

My commission expires:
9-30-2023

GRANTOR:
PALO BREA 48, LLC, an Arizona limited liability company

By: *John Falkner*
John Falkner
Its: Manager

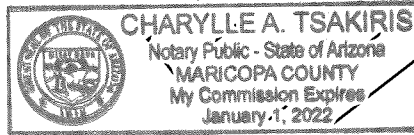
STATE OF Arizona
County of Maricopa

§§

The foregoing instrument was acknowledged before me this 10 day of December 2019, by John Falkner, an unmarried man, as Manager for and on behalf of the company.

Charylle A. Tsakiris
Notary Public

My commission expires:
01/01/2022



GRANTOR:

MARICOPA 48, LLC, an Arizona limited liability company

By: JLB Management, LLC, an Arizona limited liability company

Its: Manager

By: JB Holdings, Inc., an Arizona for-profit corporation

Its: Manager

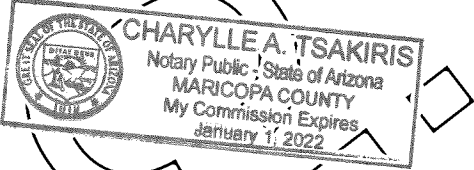
By: *John Beerling*
John Beerling
Its: Director and President/CEO

STATE OF Arizona §§
County of Maricopa

The foregoing instrument was acknowledged before me this 10 day of December 2019, by John Beerling, the Director and President/CEO of JB Holdings, Inc., an Arizona for-profit corporation, the Manager of JLB Management, LLC, an Arizona limited liability company, Manager of and on behalf of the company.

Charylle A. Tsakiris
Notary Public

My commission expires:
01/01/2022



GRANTOR:

PBRE, L.L.C., an Arizona limited liability company

By: CARTERCO, L.L.P., an Arizona limited liability partnership

Its: Manager

By: *Vincent Carter*

Vincent Carter

Its: General Manager

STATE OF Arizona

County of maricopa §§

The foregoing instrument was acknowledged before me this 10 day of December 2019, by Vincent Carter, the General Manager of CARTERCO, L.L.P., an Arizona limited liability partnership, on behalf of the company.

Charylle A. Tsakiris

Notary Public

My commission expires:
01/01/2022

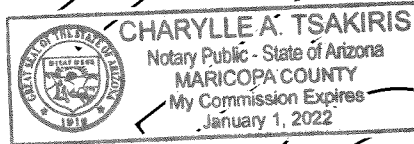


Exhibit "A"
Legal Description

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

Lots 229 through 240, inclusive, Lots 256 through 265, inclusive, Lot 269, 271, Lots 278 through 282, inclusive and Lots 312 through 314, inclusive PALO BREA, according to Cabinet E of Maps, Slide 196, records of Pinal County, Arizona.

APN: 512-10-229 through 512-10-240, inclusive; 512-10-256 through 512-10-265 inclusive;
512-10-269, 512-10-271, 512-10-278 through 512-10-282 inclusive; 512-10-312 through 512-10-314 inclusive

Exhibit "B"
Permitted Exceptions

1. Property taxes, which are a lien not yet due and payable, including any assessments collected with taxes to be levied for the second half of year 2019.
2. intentionally omitted
3. Any rights, liens, claims or equities, if any, in favor of Central Arizona Water Conservation District.
4. Reservations contained in the Patent
From: The United States of America
Recording Date: April 11, 1916
Recording No: Book 30 of Deeds, Page 368

Which among other things recites as follows:

Subject to any vested and accrued water rights for mining, agricultural, manufacturing or other purposes and rights to ditches and reservoirs used in connection with such water rights, as may be recognized and acknowledged by the local customs, laws and decisions of the courts; and the reservation from the lands hereby granted of a right of way thereon for ditches or canals constructed by the authority of the United States.

5. Water rights, claims or title to water, whether or not disclosed by the public records.
6. Easements, covenants, conditions and restrictions as set forth on the plat recorded in Cabinet E, Slide 196.
7. Matters contained in that certain document

Entitled: Notice Regarding Lands Included Within Maricopa-Stanfield Irrigation & Drainage District

Recording Date: June 06, 1989

Recording No: Docket 1609, Page 685

Any rights, liens, claims or equities, if any, in favor of Maricopa/Stamfield Irrigation and Drainage District

8. Matters contained in that certain document

Entitled: Resolution No. 052103-387WWID

Establishing the 387 Wastewater Improvement District

Recording Date: May 23, 2003

Recording No: 2003-034262

Thereafter, Wastewater Treatment, Collection, and Management Services Agreement Recorded in Recording No. 2003-045208 and re-recorded in Recording No. 2003-053301.

9. Matters contained in that certain document

Entitled: Resolution No. 052103-387DWID
Establishing the 387 Domestic Water Improvement District

Recording Date: May 23, 2003

Recording No: 2003-034263

Thereafter, Water Supply and Management Services Agreement recorded in Recording No. 2003-045209 and re-recorded in Recording No. 2003-053302.

10. Covenants, conditions, restrictions and easements but omitting any covenants or restrictions, if any, including but not limited to those based upon race, color, religion, sex, sexual orientation, familial status, marital status, disability, handicap, national origin, ancestry, source of income, gender, gender identity, gender expression, medical condition or genetic information, as set forth in applicable state or federal laws, except to the extent that said covenant or restriction is permitted by applicable law, as set forth in the document

Recording No: 2005-025361

First Amendment of said covenants, conditions and restrictions
Recording No: 2007-058929

Assignment of Declarant's Rights of said covenants, conditions and restrictions
Recording No: 2007-118616

Partial Assignment of Declarant's Rights of said covenants, conditions and restrictions
Recording No: 2007-138421

Certificate of Amendment of said covenants, conditions and restrictions
Recording No: 2008-103796

Certificate of Amendment of said covenants, conditions and restrictions
Recording No: 2009-066459

Certificate of Amendment of said covenants, conditions and restrictions
Recording No: 2011-093027

First Amendment of said covenants, conditions and restrictions
Recording No: 2016-086220

Amendment of Declaration of Homeowner Benefits and Covenants, Conditions and

Restrictions for Palo Brea
Recording No: 2018-78490

Assignment of Declarant Rights Under Declaration of Homeowner Benefits and
Covenants, Conditions and Restrictions for Palo Brea
Recording No: _____

Liens and charges as set forth in the above mentioned declaration,

Payable to: Palo Brea Homeowners Association, Inc., an Arizona nonprofit corporation

11. Intentionally omitted
12. Intentionally omitted

AFFIDAVIT OF PROPERTY VALUE

1. ASSESSOR'S PARCEL IDENTIFICATION NUMBER(S)

Primary Parcel: 512-10-229
 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? 31

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

- (1) see attached Exhibit B (2)
 (3) (4)

2. SELLER'S NAME AND ADDRESS:

Palo Brea, LLC; Palo Brea 48; Maricopa 48; PBRE, LLC
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:

Palo Brea - 32 Lots
Maricopa, AZ

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

Same as #3

(b) Next tax payment due October 1, 2020

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 FOR RECORDATION ONLY PINAL
 FEE NO 2019-107577
 RECORD DATE 12/16/2019

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: \$ 2,240,000.00

11. DATE OF SALE (Numeric Digits): 10/2019
 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:

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):
 Parties noted herein

Phone:

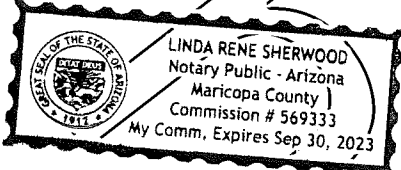
18. LEGAL DESCRIPTION (attach copy if necessary):

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 Arizona County of Maricopa
Subscribed and sworn to before me on this 16 day of December 2019
Notary Public Linda Rene Sherwood
Notary Expiration Date 9-30-2023

Signature of Buyer / Agent _____
State of _____ County of _____
Subscribed and sworn to before me on this ___ day of _____ 20__
Notary Public _____
Notary Expiration Date _____



OFFICIALS

Signature of Seller / Agent

State of _____ County of _____

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

Notary Public _____

Notary Expiration Date _____

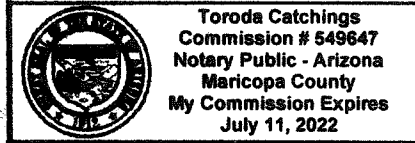
Signature of Buyer / Agent

State of Arizona County of Maricopa

Subscribed and sworn to before me on this 13 day of December 2019

Notary Public T. Catchings

Notary Expiration Date July 11, 2022



NOTARIES

EXHIBIT "A"
Legal Description

Lots 229 through 240, inclusive, Lots 256 through 265, inclusive, Lot 269, 271, Lots 278 through 282, inclusive and Lots 312 through 314, inclusive PALO BREA, according to Cabinet E of Maps, Slide 196, records of Pinal County, Arizona.

NOFFICE

EXHIBIT "B"
Additional Tax Parcels

512-10-230
512-10-231
512-10-232
512-10-233
512-10-234
512-10-235
512-10-236
512-10-237
512-10-238
512-10-239
512-10-240
512-10-256
512-10-257
512-10-258
512-10-259
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512-10-263
512-10-264
512-10-265
512-10-269
512-10-271
512-10-278
512-10-279
512-10-280
512-10-281
512-10-282
512-10-312
512-10-313
512-10-314

Official's