

REVENUE BONDS APPLICATION



**ECONOMIC DEVELOPMENT
GROWTH ENGINE**
FOR MEMPHIS & SHELBY COUNTY

**100 Peabody Place, Suite 1100
Memphis, TN 38103
(901) 341-2100**

Please submit your application online at www.growth-engine.org

APPLICATION FOR REVENUE BONDS

**ECONOMIC DEVELOPMENT GROWTH ENGINE INDUSTRIAL DEVELOPMENT BOARD OF
THE CITY OF MEMPHIS AND COUNTY OF SHELBY, TENNESSEE**

APPLICANT

Company Name: Elvis Presley Enterprises, Inc. (on behalf of EPPF LLC, its affiliate)
Company Contact: Jack Soden
Mailing Address: 3734 Elvis Presley Boulevard
City: Memphis State: TN Zip: 38116
Telephone: 901-332-3322 E-mail: jsoden@graceland.com
Federal Employer Identification Number: 62-1113925
Applicant's Legal Structure: Tennessee Corporation (EPPF LLC is a Delaware LLC)

BOND INFORMATION:

Proposed issue size: \$ 25 million – Series B
15 million – Series C
40 million - total

Anticipated Interest Rate – Series B
LIBOR plus 2.25% (plus prepayment
penalties and other fees)

Anticipated Interest Rate – Series C
7.25% (plus prepayment penalties and
other fees)

Type of Bond Issue:

Tax-Exempt Industrial Development Bonds Qualified 501(c)(3) Bonds

Other Private Activity Bonds Taxable Bonds X

Public Offering or Private Placement (Circle one)

Proposed rating, if any, and rating agency:

Form of credit enhancement, if any: N/A

Minimum Denominations: N/A

Designate restrictions on the purchase of the Bonds: N/A

Bond Counsel:

Firm: Adams and Reese LLP
Contact: James B. McLaren, Jr.
6075 Poplar Avenue, Suite 700
Address: Memphis, TN 38119
Phone/Fax: 901-524-5277
Email: James.mclaren@arlaw.com

Underwriter/Purchaser (Series B):

Firm: Pinnacle Bank
Contact: Rick Neal
6525 N. Quail Hollow Road
Address: Memphis, TN 38120
Phone/Fax: 901-207-8225
Email: Rick.neal@pnfp.com

Bond Trustee:

Firm: U.S. Bank National Association
Contact: Gail Wilson
6810 Crumpler Blvd, Ste. 200, Olive
Address: Branch, MS
Phone/Fax: 662-893-3653
Email: Gail.wilson1@usbank.com

Underwriter/Purchaser (Series C):

Firm: Highbridge Principal Strategies, LLC
Contact: Travis Skelton
40 West 57th Street, Floor 32
Address: New York, NY 10019
Phone/Fax: 212-287-4685
Email: Travis.skelton@highbridge.com

PROJECT LOCATION:

- A. Address: 3734 Elvis Presley Boulevard
- B. Tax Parcel Numbers: See attachment Source: Shelby Co. Assessor www.assessor.shelby.tn.us
- C. Name of current owner if different from Applicant: _____
- D. Zoning designation: currently pending before the Memphis City Council
- E. Is parcel in a flood zone? Yes _____ No X
- F. Please indicate any utility needs, i.e., electrical, water, and sewer, not already available at the project site. None

- G. Does the project produce emissions which would subject it to the jurisdiction of the Tennessee Department of the Environmental? If yes, please specify:
No
- H. Does the project produce sewage industrial effluent, or discharge of any unusual character requiring specialized treatment? If yes, please specify:
No

Project Description:

Briefly describe the applicant's principal business activities to be conducted at the Project Site:

Applicant is the owner/operator of Graceland (the historic home of Elvis Presley). Applicant operates a tourism facility including hotel, retail, museum and other attraction facilities. The project will improve and expand these activities.

PROJECT - REAL PROPERTY INVESTMENT:

Real Property

- 1. Own Lease
- 2. Construct New Acquire Existing Renovate Existing
- 3. Sq. ft. built, purchased, or leased Approximately 220,000
- 4. If leasing existing building, Shelby County Assessor's appraised value of that space (% of building leased x total appraised value of building) \$ _____

Personal Property

- 1. New Transfer from Outside of TN

Project

- 1. Manufacturing Warehouse/Distribution Office Other
- 2. Expansion of Existing Memphis/Shelby Co. Facility
 Relocation of Existing Memphis/Shelby Co. Facility New to Memphis/Shelby Co.
 Start-Up

Sources of Funds

Category	Capital Investment
Bond Proceeds	\$40,000,000
Equity	\$ 4,600,000
Other	0
TOTAL	\$44,600,000

Use of Funds – Real Property

Category	Capital Investment
Land	\$ 4,600,000
Purchase Price of Building	\$ 0
New Construction/Site Improvements	\$ 28,000,000
Renovation of Existing Structure	\$
Soft Costs	\$ 5,000,000
TOTAL	\$ 37,600,000

Use of Funds – Personal Property

Category	Capital Investment
Purchase of New M&E/FF&E	\$ 7,000,000
Transfer of Existing M&E/FF&E	\$
Renovation of Existing M&E/FF&E	\$
Installation & Soft Costs	\$
TOTAL	\$ 7,000,000

Employment and Local Impact

Permanent Net New Jobs Created upon completion of Project: 280 (including affiliated projects)
Existing Jobs Retained: 290
Estimated Construction Jobs for Project: 152

Disclosures

List all persons or entities that own or will own a 5% or greater interest in the Applicant or the Project:
The following parties are the ultimate owners of applicant and its affiliates:

ABG Intermediate Holdings 2 LLC, Draw a Circle LLC, and Cat Ranch LLC

Does the EDGE Board Counsel, Bond Counsel, or any member of the EDGE Board have a direct or indirect ownership in the Applicant or the Project? (If yes, please attach description). **No**

Is any materially significant litigation or administrative action pending or threatened against the Applicant, underwriter, or any person serving as an officer or director of the Applicant or any person or entity owning a 5% or greater interest in the Applicant or the Project? (If yes, please attach description). **No**

Has the Applicant, underwriter, or any person serving as an officer or director of the Applicant or any person or entity owning a 5% or greater interest in the Applicant or the proposed project ever been (a) charged or convicted of any civil or criminal offense regarding or growing out of the issuance, sale, or solicitation for sale of any type of security; (b) the subject of a NASD complaint; or (c) charged or convicted of a felony or misdemeanor involving moral turpitude? (If yes, please attach description). **No**

Has Applicant, or any affiliate of Applicant, ever defaulted on any project financed by tax-exempt bonds? (If yes, please attach description). **No**

Attach or otherwise make available for review by EDGE Staff audited statements for the last three (3) years for the Applicant.

The Applicant represents and warrants that it will use its best good faith efforts to (a) to expend 25% of its construction or rehabilitation budget for contractors, subcontractors, labor and material suppliers with Minority and Women Owned Businesses recognized by the City of Memphis and Locally-Owned Small Businesses recognized by the County of Shelby, Tennessee; and (b) upon completion of the Project, to expend 25% of its annual budget for goods and services with locally-owned minority/women/small businesses.

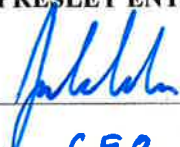
In addition, the Applicant will use its best good faith efforts to (a) source construction materials and supplies from Shelby County to the maximum extent possible, and (b) source on-going supplies and materials from Shelby County to the maximum extent possible.

This Application is made in order to induce EDGE to grant financial incentives to Applicant. Applicant represents and warrants that the statements contained herein or attached hereto are true and correct to the best of their knowledge and include all information materially significant to EDGE in its consideration of this Application.

Applicant has read and agrees to comply with all requirements of the EDGE Bond Program Policies and Procedures. Applicant specifically agrees to pay all reasonable costs, fees, and expenses incurred by EDGE in connection with this Application, whether or not the financial incentives are granted or the Project is consummated.

Applicant:

ELVIS PRESLEY ENTERPRISES, INC.

By:  _____
Title: **CEO** _____

Supplementary Information

Project Location.B:

Tax Parcel Nos.:

077024 00024
077024 00025
077024 00026
077024 00027
077024 00028C
077024 00032C
077024 00036
077024 00037