This instrument prepared by:
BRUCE TURNER, PLLC
2650 Thousand Oaks Boulevard, Suite 2140A
Memphis, Tennessee 38118

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED is made and entered into on this, the 30th day of November, 2016, by and between **5350 Poplar Office Center, LLC, a limited liability company organized under the laws of the State of Tennessee** ("Grantor"), and the ECONOMIC DEVELOPMENT GROWTH ENGINE INDUSTRIAL DEVELOPMENT BOARD OF THE CITY OF MEMPHIS AND COUNTY OF SHELBY, TENNESSEE, a public not-for-profit corporation of the State of Tennessee, with an office in Memphis, Tennessee ("Grantee"), or their respective assigns.

WITNESSESTH

A. Grantor holds legal title to that certain real property more particularly described below, which property is situated in the County of Shelby, Tennessee (the "Property"):

SEE EXHIBIT "A". Being all of the real property conveyed to Grantor by Special Warranty Deed of record at instrument number 16106340, and Quit Claim Deeds of record at instrument numbers 16106341 and 16106342, all in the Registers Office Shelby County, Memphis, Tennessee.

B. Grantor desires to convey to Grantee in fee simple all of its right, title and interest in and to the Property.

NOW, THEREFORE, in consideration of Ten and No/100 Dollars ($10.00) cash in hand paid and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, Grantor does hereby grant, bargain, sell and convey unto Grantee, its heirs, successors and assigns, in fee simple the Property;

TO HAVE AND TO HOLD the Property, together with all the rights of way, easements, rights, privileges, appurtenances, hereditaments, improvements, estate, title interests and claims thereunto belonging or in any wise appertaining thereto, at law or in equity, forever. Notwithstanding the foregoing, this conveyance is subject to all covenants, conditions, easements, restrictions, rights of way and other encumbrances of record, to the extent such encumbrances are valid and subsisting with respect to the Property as of the date hereof as particularly described in **EXHIBIT "B"**.

Grantor hereby covenants with Grantee that the title to the afore-described real estate and the quiet enjoyment thereof it will warrant and forever defend against the lawful claims of all persons whomsoever claiming by, through or under Grantor, and such persons only; and that Grantor will execute such further assurances of the Property as may be required.

The words Grantor and Grantee as used herein shall mean "Grantors" and "Grantees", respectively, if more than one person or entity be referred to, and pronouns shall be construed as having the applicable gender and number according to the context hereof.

IN WITNESS WHEREOF, Grantor has caused this instrument to be executed by its duly authorized representative on the day and year first above written.

Grantor:

5350 POPLAR OFFICE CENTER, LLC
A Tennessee limited liability company

By: 5350 Poplar TN Realty Holdings, LLC
A Delaware limited liability company
Its: Sole Member

By: Faropoint Ventures, LLC
A Delaware limited liability company
Its: Manager

By: _____
Name: Cary Califf
Title: Assistant-Secretary

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, a Notary Public in and for said State and County, duly commissioned and qualified, personally appeared Cary Califf, with whom I am personally acquainted (or proved on the basis of satisfactory evidence to be the person) and who, upon oath, acknowledged himself to be the Assistant-Secretary of Faropoint Ventures, LLC, a Delaware limited liability company, who is the manager of 5350 Poplar TN Realty Holdings, LLC, a Delaware limited liability company, the sole member of 5350 Poplar Office Center, LLC, a Tennessee limited liability company, the within named bargainor, and that he, as such officer acting on behalf of the bargainor, executed the foregoing instrument for the purposes therein contained by subscribing his own name.

WITNESS my hand and Notarial Seal at office on this, the 30th day of November, 2016.

_____
Notary Public

LISA J. ROBERTS
STATE OF TENNESSEE NOTARY PUBLIC
COUNTY OF SHELBY
MY COMMISSION EXPIRES SEPT. 29, 2018

My commission expires:

9/29/18

LISA J. ROBERTS
STATE OF TENNESSEE NOTARY PUBLIC
DAVIDSON COUNTY
MY COMMISSION EXPIRES

Property Address
(and Tax Parcel Nos.):

5350 Poplar Avenue
Memphis, Tennessee
(Tax Parcel No. 056039 00029)

Name and Address of Grantee, and
Mail Tax Bills to (EXEMPT STATUS):

Economic Development Growth Engine
100 Peabody Place, Suite 1100
Memphis, Tennessee 38103
attn: Reid Dulberger, President

I hereby swear or affirm that to the best of my knowledge, information and belief, the actual consideration for this property transfer or value of the property transferred, whichever is greater, is exempt pursuant to TCA 67-4-409(f)(i).

Shiree Gang
AFFIANT

Subscribed and sworn to before me this 28th day of November 2016.

NOTARY PUBLIC

My commission expires:

KATRICE P. FEILD
STATE OF TENNESSEE NOTARY PUBLIC
SHELBY COUNTY
MY COMMISSION EXPIRES 7-30-2017

EXHIBIT "A"

LEGAL DESCRIPTION

LOCATED IN SHELBY COUNTY, TENNESSEE:

BEING LOT 1 OF THE DUNCAN WILLIAMS SUBDIVISION AS RECORDED IN PLAT BOOK 44, PAGE 41 AND ALL OF LOTS 2 AND 3 AND PART OF LOT 1 OF THE WEST SUGGS SUBDIVISION AS RECORDED IN PLAT BOOK 47, PAGE 18, ALL OF RECORD IN THE SHELBY COUNTY REGISTER'S OFFICE, LOCATED IN MEMPHIS, SHELBY COUNTY, TENNESSEE AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE EAST LINE OF WEST SUGGS DRIVE (50.00 FOOT RIGHT-OF-WAY), SAID POINT BEING 25.00 FEET NORTH OF THE TANGENT INTERSECTION OF THE SAID EAST LINE OF WEST SUGGS DRIVE AND THE NORTH LINE OF POPLAR AVENUE (92.00 FOOT RIGHT-OF-WAY); THENCE N12°11'52"E ALONG THE EAST LINE OF SAID WEST SUGGS DRIVE A DISTANCE OF 94.52 FEET TO A POINT OF CURVATURE; THENCE ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 1170.89 FEET, AN ARC LENGTH OF 311.57 FEET (CHORD N04°34'29"E - 310.65 FEET) TO THE POINT OF TANGENCY; THENCE N03°02'54"W AND CONTINUING ALONG THE EAST LINE OF SAID WEST SUGGS DRIVE A DISTANCE OF 129.39 FEET TO A FOUND CROSS CUT AT THE INTERSECTION OF THE EAST LINE OF SAID WEST SUGGS DRIVE AND THE SOUTH LINE OF ALLADIN AVENUE (40.50 FOOT RIGHT-OF-WAY); THENCE N86°49'14"E ALONG THE SOUTH LINE OF SAID ALLADIN AVENUE A DISTANCE OF 284.23 FEET TO A FOUND CROWS FOOT; THENCE S01°20'11"W ALONG THE WEST LINE OF LOT 1 AND LOT 3 OF THE PROPERTY SHOWN ON THE OUTLINE/FINAL PLAN FOR THE VALLEYBROOK P.D. AS RECORDED IN PLAT BOOK 227, PAGE 34 AT SAID REGISTER'S OFFICE A DISTANCE OF 269.66 FEET TO AN ANGLE POINT; THENCE S12°13'42"W AND CONTINUING ALONG THE WEST LINE OF SAID LOT 3 AND ALONG THE WEST LINE OF THE 5384, LLC PROPERTY AS RECORDED IN INSTRUMENT 07016341 AT SAID REGISTER'S OFFICE A DISTANCE OF 362.81 FEET TO A POINT ON THE NORTH LINE OF SAID POPLAR AVENUE; THENCE N77°48'01"W ALONG THE NORTH LINE OF SAID POPLAR AVENUE A DISTANCE OF 224.44 FEET TO A POINT OF CURVATURE; THENCE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 25.00 FEET, AN ARC LENGTH OF 39.27 FEET (CHORD N32°48'05"W - 35.35 FEET) TO THE POINT OF BEGINNING AND CONTAINING 156,595 SQUARE FEET OR 3.595 ACRES.

EXHIBIT "B"
Permitted Title Exceptions

1. Rights or claims of parties in possession not shown by the public records.

2. Any encroachment, encumbrance, violation, variation, or adverse circumstances affecting the Title that would be disclosed by an accurate and complete land survey of the Land.

3. Easements or claims of easements, not shown by the public records.

4. Any lien or right to a lien for services, labor, or material heretofore or hereafter furnished, imposed by law and not shown by the public records.

5. Taxes or special assessments which are not shown as existing liens by the public records.

6. Shelby County and City of Memphis Taxes for the year 2017, a lien, not yet due and payable.

7. Any taxes or assessments not posted on the records of the taxing authority(ies) of which the Land described in Schedule A hereof is subject, including but not limited to: Supplemental, Revised, and/or Corrected Assessments pursuant to T.C.A. Section 67-5-603 et seq. or Back Assessments pursuant to T.C.A. Section 67-1-1001 et seq.; or taxes based on a change in the classification of the Insured Land (Roll Back Taxes) pursuant to T.C.A. Section 67-65-1001 et seq.

8. Subdivision restrictions, building lines and easements of record in Plat Book 44, Page 41; Plat Book 9, Page 89; and Plat Book 47, Page 18, in the Register's Office of Shelby County, Tennessee.

9. Easements of record at Instrument Nos. R4 8405 and FY 4208, in the aforesaid Register's Office.

10. Declaration of Restrictive Covenants of record at Instrument No. J8 9307 in the aforesaid Register's Office.

11. Encroachment Agreement of record at Instrument No. 08047246 in the aforesaid Register's Office.

12. Memorandum of Lease of record Instrument Nos. 02015608, 03053419 and 05205122 in the aforesaid Register's Office.

13. Deed of Trust, Assignment of Rents and Leases, and Security Agreement in favor of CAPSTAR BANK, in the amount of $9,375,000.00 as recorded at Instrument No. 16106343 in the Register's Office of Shelby County, Memphis, Tennessee.

14. Assignment of Rents and Leases in favor of CAPSTAR BANK as recorded at Instrument No. 16106344 in the Register's Office of Shelby County, Memphis, Tennessee.

Tom Leatherwood

Shelby County Register / Archives

As evidenced by the instrument number shown below, this document has been recorded as a permanent record in the archives of the Office of the Shelby County Register.

16124125

12/06/2016 - 03:20 PM

5 PGS	
KRISTIN 1540557-16124125	
VALUE	0.00
MORTGAGE TAX	0.00
TRANSFER TAX	0.00
RECORDING FEE	25.00
DP FEE	2.00
REGISTER'S FEE	0.00
WALK THRU FEE	2.50
TOTAL AMOUNT	29.50

TOM LEATHERWOOD

REGISTER OF DEEDS SHELBY COUNTY TENNESSEE

1075 Mullins Station, Suite W165 ~ Memphis, Tennessee 38134 (901) 222-8100
Website: http://register.shelby.tn.us Email: Tom.Leatherwood@shelbycountytn.gov
Join us on Facebook