SPECIAL WARRANTY DEED
(Part of 3100 New Frayser Boulevard)

THIS INDENTURE, effective as of the 31st day of December, 2013, by and between NIKE TN, INC., an Oregon corporation ("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 organized and existing under and by virtue of the laws of the state of Tennessee ("Grantee").

WITNESSETH:

For and in consideration of TEN AND NO/100 DOLLARS ($10.00) cash in hand paid, and other good and valuable consideration, the receipt of all of which is hereby acknowledged, Grantor has bargained and sold and does hereby bargain, sell, convey, and confirm unto Grantee the following described real estate, situated and being in the County of Shelby, State of Tennessee, to-wit:

All that certain real estate as more particularly described on Exhibit "A" attached hereto and incorporated herein by reference; being part of the same property conveyed to Grantor by deed of record at Instrument No. 13150320 in the Register’s Office of Shelby County, Tennessee.

TO HAVE AND TO HOLD the aforesaid real estate, together with all the appurtenances and hereditaments thereunto belonging or in any way appertaining unto Grantee, its successors and assigns, in fee simple forever.

And Grantor does hereby covenant with Grantee that Grantor is lawfully seized in fee of the aforesaid real estate; that Grantor has a good right to sell and convey the same; that the same is unencumbered except for those matters of record in the Register’s Office of Shelby County, Tennessee, to all of which this conveyance is expressly made subject; and that the title and quiet possession thereto Grantor will warrant and forever defend against the lawful claims of all persons claiming by, through or under it, but not further or otherwise.

This deed is executed in order to place the aforesaid real estate into a payment-in-lieu-of-taxes ("PILOT") program with the Grantee pursuant to the terms and conditions of that certain Real Property Lease Agreement of even effective date herewith entered into by and between Grantee, as lessor, and Grantor, as lessee therein. Reference to said lease is hereby made for a detailed description of the terms and conditions of the PILOT program, including, without limitation, the right of the then existing lessee thereunder to reacquire said real estate during or at the conclusion of the PILOT program.

[SIGNATURES ON FOLLOWING PAGE]
SIGNATURE AND ACKNOWLEDGMENT PAGE

WITNESS the signature of Grantor the day and year first above written.

NIKE TN, INC.,
an Oregon corporation

By: [Signature]

Name: John F. Loburn III

Title: Secretary

STATE OF Oregon
COUNTY OF Washington

Before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared John F. Loburn III, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath, acknowledged himself to be the Secretary of Nike TN, INC., the within named bargainor, a corporation, and that he as such Secretary, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as its Secretary.

WITNESS my hand and seal, at office this 5th day of December, 2013.

My Commission Expires: 03/01/2014

NOTARY PUBLIC

[Notary Seal]

[Seal details]
Property Address:

Part of
3100 New Frayser Blvd
Memphis, Tennessee 38128

Name and Address of the Property Owner:

Economic Development Growth Engine
Industrial Development Board of the City of Memphis and County of Shelby, Tennessee
100 Peabody Place
Suite 1100
Memphis, TN 38103

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 T.C.A. Section 67-4-409(f)(i)

AFFIANT

Subscribed and sworn to before me this 23rd day of October, 2013

NOTARY PUBLIC

My commission expires: [Stamp]
EXHIBIT A

BEING A DESCRIPTION OF PART OF THE NIKE TN, INC. PROPERTY AS RECORDED IN INSTRUMENT 13150320 AT THE SHELBY COUNTY REGISTER'S OFFICE, LOCATED IN MEMPHIS, SHELBY COUNTY, TENNESSEE AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE INTERSECTION OF THE NORTH RIGHT-OF-WAY LINE OF NEW FRAYSER BOULEVARD (90.00 FOOT PUBLIC RIGHT-OF-WAY LINE) WITH THE EAST LINE OF THE ILLINOIS CENTRAL RAILROAD RIGHT-OF-WAY (150.00 FOOT WIDE RIGHT-OF-WAY); THENCE N17°07'41"E ALONG THE EAST LINE OF THE SAID RAILROAD RIGHT-OF-WAY A DISTANCE OF 2127.11 FEET TO THE POINT OF BEGINNING; THENCE N17°07'41"E AND CONTINUING ALONG THE EAST LINE OF THE SAID RAILROAD RIGHT-OF-WAY A DISTANCE OF 368.02 FEET A POINT OF CURVATURE; THENCE CONTINUING ALONG THE EAST LINE OF THE SAID RAILROAD RIGHT-OF-WAY ALONG A 2939.80 FOOT RADIUS CURVE TO THE LEFT AN ARC DISTANCE OF 810.72 FEET (CHORD N09°13'40"E - 808.15 FEET) TO A POINT; THENCE S77°20'54"E A DISTANCE OF 1104.20 FEET TO A POINT; THENCE S80°04'28"W A DISTANCE OF 1083.30 FEET TO A POINT; THENCE N81°55'32"W A DISTANCE OF 1174.86 FEET TO THE POINT OF BEGINNING AND CONTAINING 1,248,830 SQUARE FEET OR 28.669 ACRES.
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.