

BILL OF SALE
(PFIZER GFS – SHADY GROVE)

This Bill of Sale is made effective as of the 31st day of December, 2020, by **Pfizer Inc.**, a Delaware corporation (“Assignor”), for the benefit of 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 (“Assignee”).

WITNESSETH:

WHEREAS, by that certain Resolution adopted by the Board of Directors of Assignee at meetings held on October 18, 2017, and on December 20, 2017 (“EDGE Resolution”), Assignee has awarded a Payment-In-Lieu-Of-Tax (“PILOT”) incentive to Assignor in connection with an Expansion PILOT project (“Project”), all as set forth in the EDGE Resolution and the Term Sheet attached thereto and incorporated in the EDGE Resolution by reference; and

WHEREAS, this Bill of Sale is executed, delivered, and accepted pursuant to the terms and provisions of the EDGE Resolution for the purpose of contributing the hereinafter defined tangible personal property to the Project.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, quitclaim, bargain, assign, and transfer unto Assignee, all of its right, title and interest in, of, and to the personal property described in Exhibit A attached hereto and currently located at 949 Shady Grove Road, Memphis, Tennessee. Assignor does hereby avow itself to be the true and lawful owner of the property described in **Exhibit A** and that it has the full power, good right, and lawful authority to convey said property to Assignee, subject only to the permitted encumbrances stated on **Exhibit B**. The conveyance made herein is as is, with all faults, and Assignor makes no express or implied warranties, including but not limited to that of merchantability and that of fitness for a particular purpose, as to the property conveyed hereby.

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed as of the effective date.

PFIZER INC.,
a Delaware corporation

By:  _____

Name: Brian Martin

Title: Global R2R Process Owner/Memphis Site
Lead

EXHIBIT A

{Attached list of personal property contributed}

APPROVED
dn 12.15.2020

Pfizer Inc
EDGE Case Number 20171003
Exhibit A
As of December 31, 2020

Asset #	Capitalization Date	Group Number	Asset Description	Acquisition Value
1000070960	1/1/2020	Group 1	<ul style="list-style-type: none">•Routers•WIFI•LAN Desk Drops•Servers•Server Closet Hardware	\$ 789,342.64
Total Adds during 2020				\$ 789,342.64

Pfizer Inc
EDGE Case Number 20171003
Exhibit A
As of December 1, 2020

Asset #	Capitalization Date	Group Number	Asset Description	Acquisition Value
			Total As of December 31, 2019	\$ 2,928,710.19
1000070960	1/1/2020	Group 1	Memphis - Shady Grove - Data Processing Equipment	\$ 789,342.64
			Total As of December 31, 2020	\$ 3,718,052.83

EXHIBIT B

PERMITTED ENCUMBRANCES

Those senior lease interests and all encumbrances and liens as to the personal property described on Exhibit A for which a security interest has been granted and perfected as of the date of this Bill of Sale.