

**RESOLUTION OF THE BOARD OF DIRECTORS
OF
MEMPHIS CENTER CITY REVENUE FINANCE CORPORATION**

(10 Main Street – Commerce Title Building)

WHEREAS, pursuant to a payment in lieu of tax (PILOT) lease agreement dated as of August 31, 2000, as amended by Amendment to Lease Agreement dated as of March 14, 2002, (as so amended, the "Lease"), by and between this Corporation, as lessor, and CTB, LLC, as lessee (the "Lessee"), this Corporation leased to the Lessee certain real property located at 10 Main Street, Memphis, Tennessee, and commonly known as the Commerce Title Building (the "Property"); and

WHEREAS, Lessee proposes to refinance the indebtedness secured by the Property with J.P. Morgan Chase Bank, National Association ("Lender"); and

WHEREAS, Lender, as a condition to providing such refinancing, required that Lessor execute or amend deeds of trust encumbering the Property in favor of Lender to secure such indebtedness.

NOW, THEREFORE, this Board of Directors of Memphis Center City Revenue Finance Corporation hereby resolves that:

1. This Corporation hereby authorizes and approves the execution of deeds of trust or amendment thereto and any other collateral documents associated with the proposed financing, in favor of the Lender encumbering Lessor's interest in the Property.

2. This Corporation hereby consents to the execution by Lessee of leasehold deeds of trust or amendments thereto and any other collateral documents associated with the proposed financing, in favor of the Lender, and encumbering the Lessee's leasehold interest in the Property.

3. Each of the officers of this Corporation be, and hereby is, authorized and directed to execute and deliver deeds of trust or amendments thereto in favor of the Lender in the form thereof approved by such officer, the execution and delivery thereof to be conclusive evidence of the approval by this Corporation and this Board of Directors of the terms and conditions thereof.

4. Each of the officers of this Corporation be, and hereby is, authorized and directed to do any and all acts, including without limitation, the execution and delivery of all of the documents necessary and desirable to make effective these resolutions, and the execution, delivery and performance thereof by any one of such officer(s) of this Corporation shall be conclusive evidence of the approval by this Corporation of the terms and conditions and appropriateness thereof.

ADOPTED this 10th day of February, 2015.

MEMPHIS CENTER CITY REVENUE
FINANCE CORPORATION

By: _____

Title: _____