

GLANKLER BROWN

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December 31, 2015

**VIA Email james.mclaren@arlaw.com
& Regular Mail**

James B. McLaren, Jr.
Adams and Reese LLP
6075 Poplar Avenue, Suite 700
Memphis, Tennessee 38119

Re: PILOT Assumptions
Metro 67 Apartments
Metro Garage

Dear James:

We represent Scott Ledbetter and several entities affiliated with Mr. Ledbetter. As you are aware, (i) the property commonly known as Metro 67 Apartments ("Metro 67 Apartments") is owned by Memphis Center City Revenue Finance Corporation and leased to 67 Madison Partners, LP, pursuant to Lease Agreement between Memphis Center City Revenue Finance Corporation, as lessor, and 67 Madison Partners, LP, a Texas limited partnership, as lessee, recorded at Instrument No. 06113086 in the Register's Office of Shelby County, Tennessee ("Metro Apartments PILOT") and (ii) the property commonly known as Metro Garage is owned by MCCRFC and leased to Madison Garage Partners, LP, pursuant to Lease Agreement between Memphis Center City Revenue Finance Corporation, as lessor, and AutoZone, Inc., a Nevada corporation, as lessee, recorded at Instrument No. EV 9962, as amended by Amendment To Lease Agreement of record at Instrument No. JA 3483, as lessee's interest was assigned by Assignments And Assumptions Of Lease of record at Instrument Nos. GR 4120, JX 9676 and 05146595, and as further assigned by Assignment And Assumption Of Lease Agreement of record at Instrument No. 06095599 all in the Register's Office of Shelby County, Tennessee (the "Metro Garage PILOT"). Certain affiliates of Mr. Ledbetter have entered into a purchase agreement to acquire the leasehold interest and option to purchase Metro 67 Apartments and Mr. Ledbetter has entered into a purchase agreement to purchase Metro Garage. The purchase of Metro 67 Apartments will be partially financed by purchaser's assumption of the existing Freddie Mac loan and the purchase of Metro Garage will be partially financed by a new loan to Mr. Ledbetter.

This letter constitutes a request for approval by MCCRFC of the assumption of the Metro Apartments PILOT by Mr. Ledbetter's affiliates and the Metro Garage PILOT by Mr. Ledbetter. We assume that, in addition to consenting to the assignments, MCCRFC will also be requested to execute estoppels and other documents customarily required by lenders in connection with PILOT assignments and assumptions.

As we have discussed, Mr. Ledbetter has successfully owned and operated numerous multifamily properties in Shelby County for many years. He is also the founder and an owner of Ledic Management Group, LLC, the largest multifamily management company in our region.

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Mr. Ledbetter and/or his affiliates are the lessees under other PILOT Agreements, and he and his affiliates are eminently qualified to assume the Metro Apartments PILOT and the Metro Garage PILOT, and successfully operate those properties. For your information, I am attaching a copy of Mr. Ledbetter's current resume.

Please include these assumption requests on the agenda for the MCCRFC Board Meeting scheduled on January 12, 2016. Let me know if you have any questions or need any additional information in connection with the proposed assumptions. Thanks for your help.

Very truly yours,

GLANKLER BROWN, PLLC



R. Hunter Humphreys

RHH/sls

Enclosure

cc: Scott Ledbetter (via email)

SCOTT P. LEDBETTER

Scott P. Ledbetter, Sr., a forty-five-year veteran of the multifamily real estate finance and property management industry, is Founder and Chairman of CB Richard Ellis Memphis – Multifamily (formerly SPL Corporation) and Founder and Chairman of LEDIC Management Group, Inc., companies specializing in multifamily real estate investments, management, and brokerage throughout the southeastern, southwestern, and mid-western United States. LEDIC has more than 1,000 employees throughout the country. Scott is active in these real estate operating companies, real estate investments, and in his farming and cattle operations in Hardeman County, Tennessee.

Scott's corporate real estate career dates from 1969 when he founded the real estate division of Cook Industries, Inc., Cook Investment Properties (CIP), and its 47 operating subsidiaries. As President of CIP, Scott was responsible for the investment of equity capital in 62 real estate joint venture developments nationwide totaling over \$400-million in value. He is an investor in a wide range of operating and investment companies, including being the majority principal of a leveraged buyout in 1976 of BiWood International, the international wood distribution business of Cook Industries and E. L. Bruce Company.

Scott began his business career as Director of Marketing Services for the Air Conditioning Division of American-Standard, Columbus, Ohio and New York City. During graduate school at Cornell, he taught courses in mechanical design to engineering students, and building systems and engineering to hotel administration students.

A native Memphian and graduate of Memphis University School (MUS), Scott is active in many civic, cultural, and charitable organizations, and has served as Chairman of numerous boards. He served as Board Chairman and Trustee of the Memphis Museum of Natural and Cultural History (the Pink Palace Museum) and the Memphis Museum System, was a founding member of the Society of Entrepreneurs and Chairman of Membership for the Society, and a past Chairman of the Board and a 14-year Trustee of the Memphis Arts Council. Scott was Chairman of the Board of Directors of Memphis Zoo, Inc. and Chairman of the Memphis Zoological Society, and is a Life Board Member of the Memphis Zoo. He is the immediate past Chairman of the Board of Trustees for the Wolf River Conservancy Foundation. He was Chairman of the Mayor's Task Force for the Arts, and Shelby County Finance Chairman for Don Sundquist's successful bid to the U.S. Congress. Scott was Chairman of the Mayor's Task Force on Downtown Residential Development, an undertaking of Goals for Memphis, and Chairman of the Public/Private Partnership Committee of The Downtown Leadership Council. Scott was Chairman of the Steering Committee to locate the GRAMMY Hall of Fame and Music Exposition in the Pyramid. Scott currently serves as Chairman of the Pyramid Committee, for the City of Memphis and Shelby County, to secure an adaptive re-use of that landmark facility, resulting in successful negotiations that just brought the largest Bass Pro store in the nation to Downtown Memphis.

Scott has been actively involved as Chairman of numerous charitable annual and capital fund drives resulting in over \$150-million of funds raised for local civic, cultural and philanthropic groups. Scott recently served as Chairman of the \$25-million Capital Campaign for MIFA (Memphis Inter-faith Association), the largest social service campaign in Tennessee's history, successfully raising \$25.6-million. Scott served as Chairman of the capital fund drive that raised over \$6-million for the Wolf River Conservancy and The Conservation Fund, the largest fund drive for a conservation and environmental project in West Tennessee's history. Scott was Vice Chairman of the capital fund drive for Dogwood Village (now Youth Villages), a home for abused and neglected children and Chairman of the annual fund drive for the Memphis Arts Council. He was Chairman of the Memphis Museum's \$6-million capital fund drive that provided exhibits for the Pink Palace Museum addition to the Clarence Saunders home. Scott served as an Honorary Member of the capital fund drive Steering Committee for Bridges. Scott served as Chairman of the Steering Committee that developed the first capital fund drive ever for the Memphis Zoo, resulting in over \$110-million being raised for the Zoo since the initial campaign.

Continued

Scott is a recent past member of the Board of Trustees for the Dixon Gallery and Gardens. He has been a Trustee of the Tennessee State Parks and Greenbelt Foundation. He is a past member of the Board of the Samuelson Boys Clubs, a former Trustee of The Hutchison School for Girls and served on the Leadership Council for The Hutchison School. He is a former board member of Goals for Memphis, Inc. and served on the Shelby County Art in Public Places Commission. He served on the Board of Trustees for the Community Foundation of Greater Memphis.

Scott served as a member of the Board of Directors of National Bank of Commerce (NBC Bank) and is currently on the Board of Directors of SunTrust Bank Memphis. He is a former Board member of First Commercial Bank of Tennessee, now part of Regions Bank. Scott currently is a member of the Board of Directors of Union Services Industries. He is Chairman Emeritus of the Board of LEDIC Management Group, Inc. He is a licensed real estate broker (Principal Broker) in Tennessee, Mississippi, and North Carolina.

Scott is a past recipient of the Outstanding Volunteer Fund Raiser of the Year Award given by the National Society of Fund Raising Executives, Memphis Chapter, the recipient of the Land Conservationist of the Year Award awarded by the National Wildlife Federation and the Tennessee Conservation League, the recipient of the Conservation Advocate Award from the Tennessee Environmental Council, and the co-winner of the Soil and Water Conservationist of the Year Award. He is a past winner of the Downtown Memphis Leadership Award presented by the Center City Commission.

Scott graduated from Cornell University, where he received his Bachelor of Science degree in Mechanical Engineering and a Master of Business Administration (MBA) degree, majoring in finance and marketing. He was President of his 2,800-student body Cornell Sophomore Class. He is a past Regional Chairman for undergraduate admissions to Cornell University as well as for The Taft School in Watertown, Connecticut, and the Middlesex School in Boston.

Scott is a 1982 graduate of Leadership Memphis, a 1998 graduate of The Leadership Company, and holds a membership in the Lambda Alpha Land Fraternity. He served on the Editorial Advisory Board of *Southeast Real Estate News* and is past member of the Board of Directors of the National Multi Housing Council. Since 1987, Scott has been responsible for researching and supervising the writing of the 300-plus page annual Analysis of the Memphis Area Apartment Market.

Scott is the 2006 recipient of the Lifetime Achievement Award presented by the Memphis Chapter of Lambda Alpha International, the principal professional real estate society for the U. S. Mid-South.

Scott and his wife, Kathy, live at Lone Oaks Farm (www.LoneOaksFarm.com), a 1,600-acre cattle, hay and tree farm in Hardeman County, raising registered Black Angus cattle and Bermudagrass hay for the horse and cattle markets. Lone Oaks Farm was chosen as Outstanding Forage Producer of the Year by the Hardeman County Soil Conservation District in 2006. Scott holds the state designation of Tennessee Master Gardener. He serves as Chairman of the Bolivar Downtown Development Corporation and Chairman of the Hardeman County Presentation to the Governor, a countywide economic and rural stewardship initiative.

Scott has three grown children. Son, Pierce, has started and sold three businesses (Zoo Doo, Every CD, and MusicBank.com) and is now CEO of LEDIC Management Group, founded by Scott; daughter Baylor started and sold Ledbetter-Lusk Art Gallery and now owns The Stovall Collection, stationery and gifts, being expanded into southeast U.S. markets; and daughter Margaret is a graduate of the Cordon Bleu in Paris and London and has run catering businesses in London and New York City.