

**BOND APPLICATION  
MEMPHIS CENTER CITY  
REVENUE FINANCE CORPORATION**

1. Applicant: Lost in the Cosimos, LLC  
Company's Name: c/o Crosstown Arts  
Mailing Address: 427 N. Watkins  
Memphis, TN 38104  
Phone: 901.507.8034 Fax: \_\_\_\_\_ Email: todd@crosstownarts.org  
Federal Employer Identification Number: 27-1876711  
Company representative to be contacted: Todd Richardson  
Name and Title: Todd Richardson, Co-Director  
Mailing Address: 427 N. Watkins  
Memphis, TN 38104

Phone: 901.507.8034 Fax: \_\_\_\_\_ Email: todd@crosstownarts.org

2. Describe the principal business of Applicant and its legal status. Briefly describe Applicant's corporate or other legal structure and identify its state of organization. If Applicant is a foreign entity, is it registered to do business in Tennessee?  
Applicant is a TN limited liability company wholly owned by Crosstown Arts.  
Crosstown Arts is a TN non-profit corporation and a 501(c)(3) tax exempt  
entity.

Applicant's principal business is to construct, own and operate a state of the  
art theater in order to develop the Crosstown area of Memphis as a multi-  
cultural community that fosters creativity, education, and diversity through  
the arts.

3. Briefly describe the proposed Project.  
Construction of a 450 seat, state of the art community theater on the  
Crosstown Concourse property.

4. State the proposed location of the Project by street address and legal description.  
The project will be located on Crosstown Concourse property at 1350 Concourse  
Avenue, Memphis, TN 38104. Legal description to be provided when available.

Who owns the real property at this time?

The real property is owned by Memphis Center City Revenue Finance Corporation and leased to Crosstown Building Owner, LLC. Crosstown Building Owner, LLC will ground lease the real property where the theater is to be located to applicant pursuant to a long term Ground Lease.

Does Applicant have an option to purchase the property if not already owned by Applicant?

No. Applicant has a long term Ground Lease for the Property.

Are there presently outstanding any options or liens with regard to the property? If so, describe.

No options or liens (other than a financing lien entered into by ground lessor on the underlying fee interest)

5. (a) State the estimated Project costs broken down by components (i.e. land, buildings, equipment, soft costs, etc.) If available, attach third part cost estimates or bids.

Construction:	\$9,700.00
Professional Fees:	\$1,000,000 (Design, legal and theater specialty consultants)
FF&E:	\$300,000
Total	\$11,000,000

- (b) State the principal amount of Bonds the Board will be requested to issue; whether tax-exempt or taxable, the proposed terms of such Bonds, including expected interest rate and maturity, and the proposed security therefor.

Principal Amount of Bonds - \$11,000,000

Tax Exempt Bonds

Term – 10 years

Interest Rate – 1-month LIBOR plus 1.35%

Security – Negative Pledge on leasehold interest

6. State the proposed procedure for sale of the Bonds (i.e., public or private sale). Name all principal underwriters, fiscal agents, promoters, or consultants, who will act in connection with the issue, including their addresses, telephone numbers, and individuals familiar with the issue. If no underwriter is to be involved, name the proposed purchaser(s) of the Bonds and the addresses, telephone numbers, email addresses and names of individual representatives of the purchaser(s) familiar with the financing. Attach a copy of the bond purchaser's commitment letter.

Private sale to First Tennessee Bank, Bryan T. Foley, Vice President,  
4385 Poplar Avenue, Memphis, TN 38117, 901.681.2323,  
btfoley@firsthorizon.com

7. Name any Bond Counsel, Underwriter's Counsel, or Bond Purchaser's Counsel who will be involved with the issue, with addresses, telephone numbers and email addresses.

Bond Counsel: Bass, Berry & Sims PLC  
Mailing Address: 100 Peabody Place, Suite 1300  
Memphis, TN 38103  
Attn: Russ Miller and Gil Uhlhorn

Phone: 615.742.7778 Fax: 615.742.2703 Email: [rmiller@bassberry.com](mailto:rmiller@bassberry.com)  
Phone: 901.543.5943 Fax: 901.543.5999 Email: [guhlnhorn@bassberry.com](mailto:guhlnhorn@bassberry.com)

Underwriter's Counsel: N/A  
Mailing Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Phone: \_\_\_\_\_ Fax: \_\_\_\_\_ Email: \_\_\_\_\_

Bond Purchaser's Counsel: Baker Donelson  
Mailing Address: 2000 First Tennessee Building  
165 Madison Avenue  
Memphis, TN 38104  
Attn: Jennifer Hale Lowrie

Phone: 901.577.8246 Fax: 601.714.9963 Email: [jlowrie@bakerdonelson.com](mailto:jlowrie@bakerdonelson.com)

Other / Describe: \_\_\_\_\_  
Mailing Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Phone: \_\_\_\_\_ Fax: \_\_\_\_\_ Email: \_\_\_\_\_

8. Name any Company Counsel, engineers, architects, financial consultants, or other professionals who will be involved in the Project, with addresses, telephone numbers and email addresses.

Company Counsel: Bass, Berry & Sims PLC  
Mailing Address: 100 Peabody Place, Suite 1300  
Memphis, TN 38103  
Attn: Gil Uhlhorn

Phone: 901.543.5943 Fax: 901.543.5999 Email: [guhlnhorn@bassberry.com](mailto:guhlnhorn@bassberry.com)

Architects / Engineers: Looney Ricks Kiss  
Mailing Address: 175 Toyota Plaza, Suite 500  
Memphis, TN 38103  
Attn: Tony Pellicciotti

Phone: 901.521.1440 Fax: \_\_\_\_\_ Email: [tpellicciotti@lrk.com](mailto:tpellicciotti@lrk.com)

Financial Consultants: \_\_\_\_\_  
Mailing Address: \_\_\_\_\_

Phone: \_\_\_\_\_ Fax: \_\_\_\_\_ Email: \_\_\_\_\_

Other (specify): \_\_\_\_\_  
Mailing Address: \_\_\_\_\_

Phone: \_\_\_\_\_ Fax: \_\_\_\_\_ Email: \_\_\_\_\_

9. Name the indenture trustee (if any) that will act with regard to the issue (with address, telephone number, email address and contact person).

N/A

10. State the anticipated use of Bond proceeds in detail, including all anticipated underwriting or similar fees, trustee's acceptance fees and similar charges.

Uses: \_\_\_\_\_ Amounts: \_\_\_\_\_

Construction:	\$ 9,700.00
Professional Fees:	\$1,000,000
(Design, legal and theater specialty consultants)	
FF&E:	\$ 300,000
Total	\$11,000,00

11. Attach as an exhibit a five-year pro forma cash-flow statement for the Project, which should include information showing how the Bond indebtedness will be serviced.
12. State the proposed time schedule for the Project including the dates anticipated for the following:
- (a) closing of the loan or bond issue: September 2016
  - (b) first expenditure of funds with regard to the Project: October 2016
  - (c) anticipated date construction begins: October 2016
  - (d) completion date of Project: November 2017
13. Attach the last five (5) years audited financial statements of Applicant and the most recent interim statements with regard to Applicant. If the Applicant does not have audited financial statements, unaudited statements and a current year audited statement or balance sheet must be submitted. If any party, including an individual or individuals, will guarantee the financing, financial statements for these parties must also be submitted. Has Applicant or any Sponsor changed accounting firms within the past five years? If so, please explain. If any Applicant or its parent is a reporting company, attach the most recent Form 10-K's, 10-Q's, and any subsequent Form 8-K's. Give names and addresses of three credit references. (At least one should be a bank.)
- See attached.
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14. Is any materially significant litigation pending or threatened against the Applicant or any underwriter, promoter, fiscal agent, or consultant involved in this financing or the Project or against any officer or director of any of the above? If so, describe.
- None
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Has the Applicant or any underwriter, promoter, fiscal agent, or consultant, or any officer or director thereof, ever been charged with or convicted of any civil or criminal offense regarding or growing out of the issuance, sale or solicitation for sale of any type of security or has any such person been convicted or is any such person presently under indictment or complaint alleging commission of a felony or misdemeanor involving moral turpitude in any court? If so, supply a detailed explanation of any such suit, action conviction or indictment. \_\_\_\_\_

N/A

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## APPLICATION REPRESENTATIONS AND COVENANTS

This Application is made in order to induce Memphis Center City Revenue Finance Corporation (the "Board"), to grant financial incentives to the Applicant. Applicant represents that the statements contained herein are true and correct and include all information materially significant to the Board in its consideration of this Application.

Applicant has read and agrees to comply with all requirements of the Application Procedures and Policies of the Board. Applicant specifically agrees to pay all reasonable costs, fees, and expenses incurred by the Board in connection with the Application whether or not the financial incentives are granted or the project is built. In the event any proposed bond financing closes, Applicant agrees to annually pay its proportionate share (based on total bonds outstanding) of the costs of directors' and officers' liability insurance, if any is ever obtained by the Board, or carried while the Bonds are outstanding.

Applicant: Lost in the Cosimos, LLC

By: \_\_\_\_\_

Name: Todd Richardson

Its: President

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