

GENERAL WARRANTY DEED

THIS GENERAL WARRANTY DEED is made as of _____, 2018, by APTITUDE 4TH STREET, LLC ("Grantor"), a Kentucky limited liability company, with its mailing address at 669 River Drive, Suite 402, Elmwood Park, NJ 04240, to LOUISVILLE/JEFFERSON COUNTY METRO GOVERNMENT ("Grantee"), a consolidated local government and political subdivision of the Commonwealth of Kentucky, with its mailing address at 527 W. Jefferson Street, Louisville KY 40202-2814.

In consideration of Grantee's issuance of its Louisville/Jefferson County Metro Government, Industrial Building Revenue Bonds, Series 2018 (The Marshall at Louisville Project) in the principal amount of not more than \$43,000,000, pursuant to KRS 103.200 to 103.285 (the "Act") and pursuant to a Lease and Financing Agreement of even date herewith (the "Lease") by and among Grantee, as lessor, Grantor, as lessee, and Aptitude U of L, LLC, a New Jersey limited liability company, as bondholder, of record in _____ Book _____, Page _____, in the office of the County Clerk of Jefferson County, Kentucky, for the purpose of defraying the costs of acquiring, constructing, and equipping an "industrial building" within the meaning of the Act on the property hereby conveyed, Grantor conveys to Grantee in fee simple, with Covenant of General Warranty, the tract or parcel of land, together with the improvements thereon and appurtenances thereto, located in Jefferson County, Commonwealth of Kentucky, described in Exhibit A hereto.

PROVIDED, HOWEVER, there is excepted from the foregoing warranty and covenants of title, and this conveyance is made (a) subject to all existing restrictions, conditions, encumbrances, and easements now in use or of record with respect to the property conveyed hereby and (b) subject and subordinate to (i) the Mortgage, Assignment of Leases and Rents, and Security Agreement dated as of _____, 2018 (the "Mortgage") by and between Grantor, as mortgagor and debtor, and _____, a _____, as mortgagee and secured party, of record in Mortgage Book _____, Page _____, in the office of the County Clerk of Jefferson County, Kentucky, as the same may be amended in accordance with its terms, or any renewal, modification, replacement, or extension thereof and (ii) any other instrument which secures indebtedness that refinances or replaces, directly or indirectly, the indebtedness secured by the Mortgage.

This transaction is exempt from real estate transfer tax pursuant to KRS 142.050(7)(b) as a deed with nominal considerations to a city or county within Kentucky.

In accordance with KRS 382.135(c), the following is a "statement indicating the in-care-of address to which the property tax bill for the year in which the property is transferred may be sent":

Aptitude 4th Street, LLC
669 River Drive, Suite 402
Elmwood Park, NY 04240

IN WITNESS WHEREOF, Grantor has executed this instrument as of the date first above written.

APTITUDE 4TH STREET, LLC,
a Kentucky limited liability company

By: _____
Managing Member

CERTIFICATE OF CONSIDERATION

The undersigned hereby swear and affirm, under penalty of perjury, that the consideration recited in the foregoing instrument is the full consideration paid or to be paid for the property conveyed hereby. The estimated fair cash value of the property conveyed hereby is \$2,800,000.

APTITUDE 4TH STREET, LLC,
a Kentucky limited liability company

By: _____
Managing Member

STATE OF NEW JERSEY)
) SS
COUNTY OF BERGEN)

The foregoing instrument was acknowledged before me on _____, 2018 by Jared Hutter, the Managing Member of Aptitude 4th Street, LLC, a Kentucky limited liability company, on behalf of the Company.

My commission expires:_____.

Notary Public

(SEAL)

The foregoing instrument was
prepared by:

Stephen D. Berger
WYATT, TARRANT & COMBS, LLP
500 W. Jefferson Street, Suite 2800
Louisville, Kentucky 40202-2898
(502) 589-5235

EXHIBIT A

BEGINNING at the intersection of the West line of Fourth Street with the South line of Colorado Avenue, formerly H Street, as now located; thence South with the West line of Fourth Street 280 feet to the North line of Creel Avenue, formerly J. Street; thence West with the North line of Creel Avenue 216.34 feet; thence North 3 degrees 23 minutes 30 seconds East 288.54 feet to the most Southern corner of the triangular strip conveyed to Mrs. Linus H. Connelly by Deed dated November 20, 1956, and recorded in Deed Book 3423, Page 241, in the office of the Clerk of the County Court of Jefferson County, Kentucky; thence with the East line of said strip North 29 degrees 35 minutes 30 seconds East 20 feet to the South line of Colorado Avenue; thence East with the South line of Colorado Avenue with a curve to the left having a radius of 322.95 feet, a distance of 131.48 feet to the end of said curve; thence continuing with the South line of Colorado Avenue Eastwardly 100 feet to the beginning; EXCEPTING THEREFROM so much as was conveyed in Deed dated January 2, 2008, and recorded in Deed Book 9195, Page 421, in the office aforesaid.

BEING the same property as conveyed to Aptitude 4th Street, LLC by Deed dated _____, 2018, of record in Deed Book ____, Page __ in the office of the County Clerk of Jefferson County, Kentucky.

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