

DEED

KNOW ALL MEN BY THESE PRESENTS:

THAT

TOYOTA MOTOR ENGINEERING & MANUFACTURING NORTH AMERICA, INC., a Kentucky corporation, formerly known as Toyota Motor Manufacturing North America, Inc. as set forth in the Articles of Amendment recorded in Art of Inc. Book 143, Page 324 of the Boone County Clerk's records at Burlington, Kentucky
whose mailing address is 6565 Headquarters Drive, E3-3B, Plano, Texas 75024

for and in consideration of One Dollar and in consideration of the donation of the hereinafter described Real Estate to the Grantee to establish a new high school institute dedicated to the study of science, technology, engineering, arts, and mathematics that will be operated by the Grantee and other valuable consideration to it paid by the Grantee herein, the receipt of which is acknowledged, does bargain, sell and convey to:

BOONE COUNTY BOARD OF EDUCATION, a school district and political subdivision of the Commonwealth of Kentucky,

its successors and assigns forever, the following described Real Estate, in the Counties of Boone and Kenton, Commonwealth of Kentucky, to-wit:

Grantee's in care of address to which the property tax bill for 2018 may be sent and mailing address: 8330 U.S 42, Florence, Kentucky 41042

See EXHIBIT A, attached hereto and
incorporated herein by reference,

Subject to easements, restrictions, and covenants of record.

Being a part of the same property conveyed to Toyota Motor Manufacturing North America, Inc., a Kentucky corporation, a Quitclaim Deed from the Boone County Fiscal Court, Commonwealth of Kentucky, dated November 17, 2000 and recorded in Deed Book 793, Page 125 and a Deed from Toyota Motor Corporate Services of North America, Inc., a New York corporation, by Deed dated October 1, 1996 and recorded in Deed Book 625, Page 317 of the Boone County Clerk's records at Burlington, Kentucky; and a Deed from Toyota Motor Corporate Services of North America, Inc., a New York corporation, by Deed dated October 1, 1996 and recorded in Deed Book 1199, Page 306 of the Kenton County Clerk's records at Covington, Kentucky.

Together with all the **PRIVILEGES AND APPURTENANCES** to the same belonging.

TO HAVE AND TO HOLD the same to the said

BOONE COUNTY BOARD OF EDUCATION, a school district and political subdivision of the Commonwealth of Kentucky,

its successors and assigns, the Grantor, its successors and assigns, **HEREBY COVENANTING** with the grantee, its successors and assigns, with Covenants of Special Warranty, with the exception of any building and zoning matters, easements and rights-of-way of record and the 2017 and subsequent years ad valorem taxes and assessments, if any, due and payable after the date hereof.

IN WITNESS WHEREOF, the said Grantor, **TOYOTA MOTOR ENGINEERING & MANUFACTURING NORTH AMERICA, INC.**, a Kentucky corporation, by its duly authorized officer, has hereunto set its hand on the _____ day of _____ in the year 2017.

**TOYOTA MOTOR ENGINEERING &
MANUFACTURING NORTH AMERICA, INC.**

By _____

Name: _____

Title: _____

The foregoing instrument was acknowledged before me this _____ day of _____, 2017 by _____, duly authorized _____, **TOYOTA MOTOR ENGINEERING & MANUFACTURING NORTH AMERICA, INC.**, a Kentucky corporation, on its behalf.

Notary Public

My commission expires: _____ {SEAL}

CERTIFICATE OF CONSIDERATION

Grantor and Grantee both certify pursuant to KRS Chapter 382, under oath, that the names of the Grantor and Grantee stated herein are their respective full names and the consideration reflected in this deed is the full consideration paid for the property and Grantee joins in this deed for the sole purpose of making this certificate about the consideration. (Fair cash value: \$7,700,000.00). This transfer is tax exempt pursuant to KRS 142.050(7)(b).

GRANTOR:

**TOYOTA MOTOR ENGINEERING &
MANUFACTURING NORTH AMERICA,
INC.**

By _____

Name: _____

Title: _____

The foregoing instrument was subscribed, sworn to and acknowledged before me
this ____ day of _____, 2017 by _____, duly
authorized _____, **TOYOTA MOTOR ENGINEERING &
MANUFACTURING NORTH AMERICA, INC.**, a Kentucky corporation, on its behalf.

Notary Public

My commission expires: _____ {SEAL}

GRANTEE:

BOONE COUNTY BOARD OF

EDUCATION, a school district and political
subdivision of the Commonwealth of Kentucky,

By _____

Name: _____

Title: _____

COMMONWEALTH OF KENTUCKY

COUNTY OF BOONE

The foregoing instrument was subscribed and sworn to and acknowledged
before me this _____ day of _____, 2017, by
_____, of the **BOONE**
COUNTY BOARD OF EDUCATION, a school district and political subdivision of the
Commonwealth of Kentucky, on its behalf as Grantee.

NOTARY PUBLIC (Notary ID _____)
Kentucky, State at Large

My Commission Expires: _____

This Instrument Prepared By:

James E. Parsons
Keating Muething & Klekamp PLL
One East Fourth St., Suite 1400
Cincinnati, OH 45202
7983391

EXHIBIT "A"

Parcel I:

Group: 5451 Boone County

Parcel ID: 071.00-11.006.00 (Lot 6A)
071.00-11-007.00 (Lot 7A and 8)

Being all of Lots 6A and 7A of Circleport III, Replat of Lots, 2, 6 and 7 as shown on the plat recorded in Plat Cabinet 6, Slide 142 of the Boone County Clerk's records at Burlington, Kentucky.

Parcel II: Group: 1804 Parcel No. 071.00-11-007.00 Boone County
Group: 4752 PIDN: 002-00-00-008.00 Kenton County

Being all of Lot No. 8 of Circleport III Business Park as shown on the plat recorded in Plat Book 43B of the Boone County Clerk's records at Burlington, Kentucky and Original Plat 1461 of the Kenton County Clerk's records at Covington, Kentucky.