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AFox@dickinsonwright.com (616) 336-1014

December 7, 2017

VIA E-MAIL

Janice M. Gundry First American Title Insurance Company 4362 Cascade Road, Suite 109 Grand Rapids, MI 49546

Re:

Inglis House - 2301 Highland Road, Ann Arbor, MI

Your File Number 795673

Dear Janice:

We are counsel to The Marlee Brown Restated Revocable Trust Agreement Dated June 9, 2011, as amended (the "Marlee Brown Trust"). Ciara Comerford is Associate General Counsel of The Regents of the University of Michigan ("UM"). We and Ms. Comerford have prepared this letter of instruction in that capacity.

Reference is made to that certain transaction by and between our clients as purchaser, and UM as seller pursuant to a Purchase and Sale Agreement dated November 1, 2017 (the "Agreement"). This transaction is scheduled to close on December 13, 2017 ("Closing Date"), and disburse on December 19, 2017 ("Disbursement Date"), and you are providing title insurance, closing and escrow services.

Certain original documents and closing funds are being deposited with you to facilitate the closing. You are authorized to disburse those documents and funds only in accordance with this letter.

You will receive the following items from the Marlee Brown Trust:

- Funding in the amount reflected on the Purchaser's Settlement Statement
- Purchaser's Settlement Statement
- Disclosure and Acknowledgment
- **Estoppel Certificate**
- Property Transfer Affidavit
- Acknowledgment for the Property Transfer Affidavit

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You will receive the following documents from UM:

- Seller's Settlement Statement
- Warranty Deed with Covenants and Restrictions
- Certification of Non-Foreign Status
- Disclosure and Acknowledgment
- Bill of Sale
- Title Company's Owner's Affidavit
- Real Estate Transfer Tax Valuation Affidavit

Please assemble any signature pages delivered from the Marlee Brown Trust and UM into a fully executed document, and date all documents and instruments as of the Closing Date. You should insure that counterpart documents delivered by different parties are identical to such documents as we and UM have previously approved.

At such time as (i) you have received confirmation from myself or John Cameron and UM that the City of Ann Arbor's City Commission has approved, rejected, denied or dismissed consideration of the Historic Landmark Designation for the Inglis House and Property to the reasonable satisfaction of Ciara Comerford, Counsel for UM and John Cameron, Counsel for the Marlee Brown Trust on or before the Disbursement Date, (ii) you are prepared to issue an owner's policy of title insurance, in the form contemplated in the Title Proforma attached as Exhibit A, including "gap coverage"; You will issue endorsements over Exceptions 4 and 6 upon recordation of the Deed, the assessor's change of the tax description to match the insured legal description and a change in the Zoning Ordinance within in the next twelve (12) months at no additional cost to our client, (iii) you have received written confirmation from Ciara Comerford to disburse and (iv) you have received written confirmation from myself or John Cameron authorizing you to do so, you may disburse the closing documents and any proceeds.

At such time as you are prepared to comply with these requirements, kindly forward an original set of all of the executed documents to my attention and the second set of originals to Ciara Comerford, Counsel for UM.

You may only disburse the closing documents upon receipt of an email message from me or John Cameron and Ciara Comerford authorizing you to do so, and no sooner than the Disbursement Date.

If you have any questions or desire any additional information, please do not hesitate to contact me.

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Please return an executed copy of this letter to me in advance of the closing.

Very truly yours,

The Regents of the University of Michigan

By:	
_ ,	

Ciara Comerford

Its: Associated General Counsel

Agreed and acknowledged to this 1th day of December, 2017.

First American Title Insurance Company

Its: So Comon Escon Office

AEF:abh Enclosure

Ćc: Ciara Comerford, University of Michigan City Attorney, City of Ann Arbor, Michigan Janice Gundry December 7, 2017 Page 3

Please return an executed copy of this letter to me in advance of the closing.

Very truly yours,

Amy E. Fox Paralegal

The Regents of the University of Michigan

Ciara Comerford

Its: Associated General Counsel

Agreed and acknowledged to this ____ day of December, 2017.

First American Title Insurance Company

By: _____

Its:

AEF:abh Enclosure

Cc: Ciara Comerford, University of Michigan City Attorney, City of Ann Arbor, Michigan

ARIZONA FLORIDA KENTUCKY
OHIO TENNESSEE

MICHIGA'N TEXAS

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