

Prepared by:
Mintz, Levin, Cohn, Ferris, Glovsky and Popco, P.C.
2049 Century Park East, Suite 300
Los Angeles, California 90067
Attention: Brandon Barker

After recording return to:
Hogan Lovells LLP (US)
555 13th Street, NW
Washington, DC 20004
Attention: Jeffrey R. Keitelman and Joseph F. Miller

SPECIAL WARRANTY DEED

submitted electronically by "Harrold Law Firm, PLLC"
in compliance with North Carolina statutes governing recordable documents
and the terms of the submitter agreement with the Wake County Register of Deeds.

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Parcel Nos.: 0772-89-2538, 0772-88-0949 and 0779-88-9725

STATE OF NORTH CAROLINA

Excise Stamps: \$ 145,000.00

COUNTY OF WAKE

No Title Search Performed By, Opinion Given By or Closing Conducted By Preparer

SPECIAL WARRANTY DEED

THIS SPECIAL WARRANTY DEED is made as of the 27th day of November, 2024, by and between RALEIGH DURHAM OFFICE PARTNERS LLC, a Delaware limited liability company, having an address of 2765 Sand Hill Road, Suite 200, Menlo Park California 94025 ("Grantor"), and EGP CARY LLC, a Delaware limited liability company ("Grantee"), having an address of c/o Easterly Government Properties Inc., 2001 K Street, NW, Suite 775 North, Washington, D.C. 20006. The designation Grantor and Grantee as used herein shall include said parties, their heirs, successors, and assigns, and shall include singular, plural, masculine, feminine or neuter as required by context.

WITNESSETH, that Grantor, for a valuable consideration paid by Grantee, the receipt of which is hereby acknowledged, has and by these present does grant, bargain, sell and convey unto Grantee in fee simple, all that certain lot or parcel of land situated in Wake County, North Carolina, and more particularly described on Exhibit A attached hereto and incorporated herein by reference (the "Property").

The Property was acquired by Grantor by instrument recorded in Book 17042 at Page 2482 of the County Public Registry.

A map or plat of the Property is recorded in Book 2008 at Page 841 (as to Tract 1), Book 1995, at Page 475 (as to Tract 2) and Book 1995, Page 1742 (as to Tract 3), of the Wake County Public Registry.

TO HAVE AND TO HOLD the Property, together with (i) all improvements located thereon, (ii) all and singular rights, rights of way, benefits, privileges, easements, tenements, hereditaments, and appurtenances thereon or in anywise appertaining to such real property, and (iii) any and all strips and gores and any land lying in the bed of any street, road or alley, open or proposed, adjoining such real property belonging to Grantee in fee simple.

AND GRANTOR covenants with Grantee, that Grantor has done nothing to impair such title as Grantor received, and Grantor will warrant and defend the title against the lawful claims of all persons claiming by, under or through Grantor, except for the exceptions hereinafter stated.

Title to the Property is subject to the exceptions set forth on Exhibit B attached hereto and incorporated herein by reference.

All or a portion of the property herein conveyed includes or does not include the primary residence of Grantor.

IN WITNESS WHEREOF, Grantor has executed this Special Warranty Deed as of the day and year first above written.

GRANTOR:


RALEIGH DURHAM OFFICE PARTNERS LLC,
a Delaware limited liability company

By: MEARF Secured HoldCo II LLC,
a Delaware limited liability company,
its sole member

By: Menlo Equities Absolute Return Holdings LP,
a Delaware limited partnership,
its sole member

By: Menlo Equities VI LP,
a Delaware limited partnership,
its general partner

By: Omega Point Management Company LLC,
a Delaware limited liability company,
its general partner

By: 
Name: Richard J. Holmstrom
Its: manager

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA)
) ss.
COUNTY OF San Mateo)

On November 11, 2024, before me, Mary G. Rieger, a Notary Public, personally appeared Richard James Holmstrom, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(ies), and that by his/~~her/their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under penalty of perjury under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Mary G. Rieger (Seal)

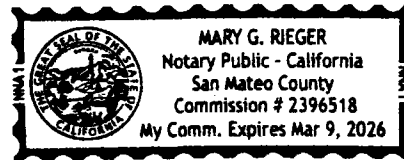


EXHIBIT A

PROPERTY DESCRIPTION

TRACT 1:

A CERTAIN TRACT OR PARCEL OF LAND LYING AND BEING IN THE COUNTY OF WAKE, CARY, NORTH CAROLINA, BEING MORE FULLY DESCRIBED AS FOLLOWS:

COMMENCING AT A LEAD PLUG AND TACK HAVING NORTH CAROLINA GRID COORDINATE VALUES OF N=729491.03 AND E=2078876.68 (NAD27); THENCE IN A GENERALLY NORTHWESTERLY DIRECTION, N74°27'55"W, FOR A DISTANCE OF 539.18' TO AN IRON PIPE SET AND SAID IRON PIPE SET BEING THE TRUE POINT OF BEGINNING; THENCE WITH THE WESTERLY RIGHT OF WAY OF CORNING ROAD S03°32'54"E, FOR A DISTANCE OF 100.00' TO AN IRON PIPE SET; THENCE CONTINUING WITH SAID WESTERLY RIGHT OF WAY OF CORNING ROAD ALONG THE ARC OF A CIRCULAR CURVE HAVING A DELTA ANGLE OF 05°55'18", A RADIUS OF 1475.00' AND AN ARC LENGTH OF 152.44' SUBTENDED BY A CHORD BEARING S14°51'58"W, FOR A DISTANCE OF 152.38' TO AN IRON PIPE SET; THENCE CONTINUING WITH SAID WESTERLY RIGHT OF WAY OF CORNING ROAD S06°39'14"W, FOR A DISTANCE OF 270.00' TO AN IRON PIPE SET; THENCE WITH THE LINE OF CORNING ROAD LLC ALONG THE ARC OF A CIRCULAR CURVE HAVING A DELTA ANGLE OF 13°44'23", A RADIUS OF 988.00' AND AN ARC LENGTH OF 236.93' SUBTENDED BY A CHORD BEARING N82°18'01"W, FOR A DISTANCE OF 236.36' TO AN EXISTING IRON PIPE; THENCE CONTINUING WITH SAID LINE OF CORNING ROAD LLC N74°58'48"W, FOR A DISTANCE OF 133.98' TO AN EXISTING IRON PIPE; THENCE CONTINUING WITH SAID LINE OF CORNING ROAD LLC N60°09'54"W, FOR A DISTANCE OF 165.00' TO AN EXISTING IRON PIPE HAVING NORTH CAROLINA GRID COORDINATES OF Y=729268.65 AND X=2077786.24 (NAD27); THENCE WITH THE LINE OF NOW OR FORMERLY CROSSROADS HOLDINGS LLC N31°47'08"E, FOR A DISTANCE OF 199.61' TO AN IRON PIPE SET; THENCE CONTINUING WITH SAID LINE OF NOW OR FORMERLY CROSSROADS HOLDINGS LLC N79°27'04"W, FOR A DISTANCE OF 150.33' TO AN IRON PIPE SET; THENCE WITH THE LINE OF NOW OR FORMERLY CHAUCER INVESTMENTS LLC N10°32'56"E, FOR A DISTANCE OF 300.62' TO AN IRON PIPE SET IN THE SOUTHERLY RIGHT OF WAY OF DILLARD DRIVE; THENCE CONTINUING WITH SAID SOUTHERLY RIGHT OF WAY OF DILLARD DRIVE S80°26'28"E, FOR A DISTANCE OF 297.53' TO AN IRON PIPE SET; THENCE CONTINUING WITH SAID SOUTHERLY RIGHT OF WAY OF DILLARD DRIVE ALONG THE ARC OF A CIRCULAR CURVE HAVING A DELTA ANGLE OF 04°11'01", A RADIUS OF 3780.75' AND AN ARC LENGTH OF 276.06' SUBTENDED BY A CHORD BEARING S73°53'58"E, FOR A DISTANCE OF 276.00' TO THE POINT AND PLACE OF BEGINNING, CONTAINING 291,573 SQUARE FEET OR 6.694 ACRES.

POPULAR NAME: CROSSROADS I BUILDING
 STREET ADDRESS: 5625 DILLARD DRIVE
 TAX PIN: 0772-89-2538

TRACT 2:

A CERTAIN TRACT OR PARCEL OF LAND LYING AND BEING IN THE COUNTY OF WAKE, CARY, NORTH CAROLINA, BEING MORE FULLY DESCRIBED AS FOLLOWS:

COMMENCING AT A LEAD PLUG AND TACK HAVING NORTH CAROLINA GRID COORDINATE VALUES OF N=729491.03 AND E=2078876.68 (NAD27); THENCE IN A GENERALLY SOUTHWESTERLY DIRECTION, S43°19'38"W, FOR A DISTANCE OF 703.97' TO AN IRON PIPE SET AND SAID IRON PIPE SET BEING THE TRUE POINT OF BEGINNING; THENCE WITH THE LINE OF CORNING ROAD LLC S29°21'17"E, FOR A DISTANCE OF 119.68' TO AN IRON PIPE SET; THENCE CONTINUING WITH THE LINE OF CORNING ROAD LLC S 17°41'22"E, FOR A DISTANCE OF 119.73 TO AN IRON PIPE SET; THENCE CONTINUING WITH THE LINE OF CORNING ROAD LLC S20°12'27"W, FOR A DISTANCE OF 285.00' TO AN IRON PIPE SET; THENCE WITH THE LINE OF FRANCES N. BENFIELD N70°16'55"W, FOR A DISTANCE OF 943.01 TO AN IRON PIPE SET AND THE CORNER OF FELIX AND EVELYN JONES; THENCE WITH THE LINE OF FELIX AND EVELYN JONES AND CROSSROADS HOLDINGS LLC N31°48'34"E, FOR A DISTANCE OF 538.25' TO AN EXISTING IRON PIPE; THENCE WITH THE LINE OF CORNING ROAD LLC S60°09'54"E, FOR A DISTANCE OF 165.00' TO AN IRON PIPE SET; THENCE CONTINUING WITH THE LINE OF CORNING ROAD LLC S74°58'48"E, FOR A DISTANCE OF 133.98' TO AN EXISTING IRON PIPE; THENCE CONTINUING WITH THE LINE OF CORNING ROAD LLC ALONG THE ARC OF A CIRCULAR CURVE HAVING A DELTA ANGLE OF 13°43'24", A RADIUS OF 988.00' AND AN ARC LENGTH OF 236.65' SUBTENDED BY A CHORD BEARING S82°17'31"E, FOR A DISTANCE OF 236.08' TO AN IRON PIPE SET IN THE WESTERLY RIGHT OF WAY OF CORNING ROAD; THENCE CONTINUING WITH THE WESTERLY RIGHT OF WAY OF CORNING ROAD S06°42'29"W, FOR A DISTANCE OF 29.97' TO AN IRON PIPE SET; THENCE

CONTINUING WITH THE WESTERLY RIGHT OF WAY OF CORNING ROAD ALONG THE ARC OF A CIRCULAR CURVE HAVING A DELTA ANGLE OF 99°35'14", A RADIUS OF 100.00' AND AN ARC LENGTH OF 173.81' SUBTENDED BY A CHORD BEARING S43°07'32"E, FOR A DISTANCE OF 152.74' TO THE POINT AND PLACE OF BEGINNING, CONTAINING 430,585 SQUARE FEET OR 9.885 ACRES.

POPULAR NAME: CROSSROADS II BUILDING

SUBDIVISION LOT: LOT 3, CROSSROADS CORPORATE PARK, BOOK OF MAPS 1995, PAGE 475

STREET ADDRESS: 110 CORNING ROAD

TAX PIN: 0772-88-0949

TRACT 3:

A CERTAIN TRACT OR PARCEL OF LAND LYING AND BEING IN THE COUNTY OF WAKE, CARY, NORTH CAROLINA, BEING MORE FULLY DESCRIBED AS FOLLOWS:

COMMENCING AT A LEAD PLUG AND TACK HAVING NORTH CAROLINA GRID COORDINATE VALUES OF N=729491.03 AND E=2078876.68 (NAD27); THENCE IN A GENERALLY SOUTHWESTERLY DIRECTION, S47°41'21"W, FOR A DISTANCE OF 403.00' TO AN IRON PIPE SET AND SAID IRON PIPE SET BEING THE TRUE POINT OF BEGINNING; THENCE WITH THE LINE OF CORNING ROAD LLC S67°15'57"E, FOR A DISTANCE OF 32.11' TO AN IRON PIPE SET; THENCE WITH THE LINE OF CORNING ROAD LLC S50°23'33"E, FOR A DISTANCE OF 224.06' TO AN IRON PIPE SET; THENCE CONTINUING WITH THE LINE OF CORNING ROAD LLC S65°18'22"E, FOR A DISTANCE OF 38.85' TO AN IRON PIPE SET; THENCE CONTINUING WITH THE LINE OF CORNING ROAD LLC AND A4 REALTY LLC S62°09'41"E, FOR A DISTANCE OF 725.46' TO AN EXISTING IRON PIPE IN THE WESTERLY RIGHT OF WAY OF JONES

FRANKLIN ROAD; THENCE CONTINUING WITH SAID WESTERLY RIGHT OF WAY OF JONES FRANKLIN ROAD ALONG THE ARC OF A CIRCULAR CURVE HAVING A DELTA ANGLE OF 21°14'39", A RADIUS 705.00' AND AN ARC LENGTH OF 261.40' SUBTENDED BY A CHORD BEARING S40°58'51"W, FOR A DISTANCE OF 259.91' TO AN IRON PIPE SET; THENCE CONTINUING WITH SAID WESTERLY RIGHT OF WAY OF JONES FRANKLIN ROAD S51° 30'36"W, FOR A DISTANCE OF 378.43' TO AN EXISTING IRON PIPE; THENCE WITH THE LINE OF NOW OR FORMERLY JOHN J. AND JOANNE M. FEORE, NOW OR FORMERLY CHARLIE A. AND MARGARET H. PRUITT AND NOW OR FORMERLY FRANCES N. BRNFIELD N70°16'55"W, FOR A DISTANCE OF 638.22' TO AN IRON PIPE SET; THENCE WITH THE LINE OF CORNING ROAD LLC N20°12'27"E, FOR A DISTANCE OF 285.00' TO AN IRON PIPE SET; THENCE CONTINUING WITH SAID LINE OF CORNING ROAD LLC N17°41'22"W, FOR A DISTANCE OF 119.73' TO AN IRON PIPE SET; THENCE CONTINUING WITH SAID LINE OF CORNING ROAD LLC N29°21'17"W, FOR A DISTANCE OF 119.68' TO AN IRON PIPE SET; THENCE WITH THE SOUTHEASTERLY RIGHT OF WAY OF CORNING ROAD ALONG THE ARC OF A CIRCULAR CURVE HAVING A DELTA ANGLE OF 145°09'55", A RADIUS OF 100.00' AND AN ARC LENGTH OF 253.36' SUBTENDED BY A CHORD BEARING N14°36'00"E, FOR A DISTANCE OF 190.83' TO A POINT; THENCE WITH THE LINE OF NOW OR FORMERLY CORNING ROAD LLC N67°41'59"E, FOR A DISTANCE OF 147.99' TO THE POINT AND PLACE OF BEGINNING, CONTAINING 564,759 SQUARE FEET OR 12.965 ACRES.

POPULAR NAME: CROSSROADS III BUILDING

SUBDIVISION LOT: LOT 4R, CROSSROADS CORPORATE PARK, BOOK OF MAPS 1995, PAGE 1742

STREET ADDRESS: 111 CORNING ROAD

TAX PIN: 0772-88-9725

EXHIBIT B

PERMITTED EXCEPTIONS

1. Taxes or assessments for the year 2025, and subsequent years, not yet due or payable.
2. (A) Any right, easement, setback, interest, claim, encroachment, encumbrance, violation, variation, boundary line overlap or other adverse circumstance affecting the Title regarding the following matters disclosed by survey entitled "ALTA/NSPS Land Title Survey, 5625 Dillard Drive" by Jonathan F. Murphy, P.L.S., dated September 20, 2024, signed and sealed November 26, 2024 (the "Survey of Tract 1"):
 - a. Service utilities;
 - b. Building setbacks;
 - c. Parking area encroaches into 15' parking setback; and
 - d. 10' & 20' Parking Setback and Landscape Utility Easements.

(Tract 1)

(B) Any right, easement, setback, interest, claim, encroachment, encumbrance, violation, variation, boundary line overlap or other adverse circumstance affecting the Title regarding the following matters disclosed by survey entitled "ALTA/NSPS Land Title Survey, 110 Coming Road" by Jonathan F. Murphy, P.L.S., dated September 20, 2024, signed and sealed November 26, 2024 (the "Survey of Tract 2):

 - a. Service utilities;
 - b. 10' Parking and Utility Setback Easement;
 - c. 20' Landscape Easement & Utility and Parking Setback Easement; and
 - d. Building setbacks.

(Tract 2)

(C) Any right, easement, setback, interest, claim, encroachment, encumbrance, violation, variation, boundary line overlap or other adverse circumstance affecting the Title regarding the following matters disclosed by survey entitled "ALTA/NSPS Land Title Survey, 111 Coming Road" by Jonathan F. Murphy, P.L.S., dated September 20, 2024, signed and sealed November 26, 2024 (the "Survey of Tract 3):

 - a. Service utilities;
 - b. Setbacks;
 - c. 20' Parking Setback and Landscape & Utility Easements;
 - d. 10' Utility Easement & Parking Setback; and
 - e. Parking setback encroachment.

(Tract 3)
3. Terms, provisions, covenants, conditions, easements and restrictions as provided in Declaration of Easements, Covenants, Conditions and Restrictions for Crossroads Park, recorded in Book 6742, Page 196 and as Supplemented by Supplementary Declaration of Easements, Covenants, Conditions and Restrictions for Crossroads Park recorded in Book 7896, Page 713, and as further amended by First Amendment to Declaration of Easements, Covenants, Conditions, and Restrictions for Crossroads Park, recorded in Book 9418, Page 1264, and further amended by Second Amendment to Declaration of Easements, Covenants, Conditions and Restrictions for Crossroads Park recorded in Book 11915, Page 1928, Appointment of Successor Declarant under Declaration of Easements, Covenants, Conditions and Restrictions for Crossroads Park recorded in Book 11423, Page 107, and Assignment of Declarant's Rights under Declaration of Easements Covenants, Conditions and Restrictions for Crossroads Park in Book 13074, Page 2161, as affected by that Assignment of Declarant's Rights under Declaration of Easements, Covenants, Conditions and Restrictions for Crossroads Park recorded in Book 17042, Page 2498, and as further affected by that Amended and Restated Assignment of Declarant's Rights Under Declaration of Easements, Covenants, Conditions and Restrictions for Crossroads Park recorded in Book 17066, Page 1704, Wake County Registry, and the rights of others in and to the use of the easements contained therein, and setbacks shown on the Surveys of Tract 1, 2, & 3.
4. The following matter(s) shown on plat recorded in Book of Maps 2006, Page 1181, Wake County Registry:
 - a. 20' Sanitary Sewer Easement, shown on the Survey of Tract 1; and
 - b. 30' Storm Drainage Easement, shown on the Survey of Tract 1.

(Tract 1)

5. The following matter(s) shown on plat recorded in Book of Maps 1995, Page 475, Wake County Registry:
 - a. 30' Storm Drainage Easement, shown on the Survey of Tract 1; and
 - b. 30' Front yard setback (Tract 1); and
 - c. Lake, shown on the Survey of Tract 3 (Tract 3).

(Tracts 1-3)
6. The following matter(s) shown on plat recorded in Book of Maps 1998, Page 255, Wake County Registry:
 - a. 20' Public Waterline Easement, shown on the Survey of Tract 3.

(Tract 3)
7. The following matter(s) shown on plat recorded in Book of Maps 1995, Page 1742, Wake County Registry:
 - a. Lake Maintenance Easement, shown on the Survey of Tract 3; and
 - b. Dam Maintenance Easement, shown on the Survey of Tract 3.

(Tract 3)
8. Rights of tenants as tenants only, with no option to purchase or right of first refusal.
9. Rights of others in and to the continuous and uninterrupted flow of the Lake bounding or crossing the Land and riparian and/or littoral rights incident to the Land, shown on Survey of Tract 3. (Tract 3)
10. Easement to Carolina Power and Light Company its successors and assigns recorded in Book 936, Page 73; Book 976, Page 308; Book 2968, Page 455; and Book 1134, Page 289, Wake County Registry.
11. Easement to Southern Bell Telephone and Telegraph Company, its licensees, successors and assigns recorded in Book 1290, Page 309, Wake County Registry.
12. Utility and Pipeline Easements to Town of Cary, a municipal corporation of the State of North Carolina recorded in Book 4963, Page 477 and Book 4963, Page 481, Wake County Registry, shown on the Survey of Tract 1. (Tract 1)
13. Waterline Easement to Town of Cary, a municipal corporation of the State of North Carolina recorded in Book 6709, Page 186, Wake County Registry, shown on the Survey of Tract 2. (Tract 2)
14. Wetlands Fill Restrictions to Robert L. Wall recorded in Book 6489, Page 212, Wake County Registry, shown on the Survey of Tract 2. (Tract 2)
15. Utility and Pipeline Easements to Town of Cary recorded in Book 14301, Page 1956 and Book 15000, Page 419, Wake County Registry, shown on the Survey of Tract 1. (Tract 1)
16. Terms and provisions of that certain unrecorded Lease executed by Wake County Board of Education to PFRS Crossroads Corp. dated July 1, 2010 as evidenced by a Memorandum of Lease which is recorded in Book 14598, Page 1162, as amended in Book 17153, Page 1544, and further amended in Book 18606, Page 1647, Wake County Registry. (Tracts 1 & 2)