EXHIBIT B TO RESOLUTION

LEGAL DESCRIPTION FRANKLIN DOWNTOWN/I-65 AMENDED INTEGRATED ECONOMIC DEVELOPMENT AREA

Beginning at the point of intersection of the north right of way line of King Street and the centerline of US31,

Then continuing in a southerly direction along the centerline of US31, to the point of intersection with the southern right of way line of South Street,

Then turning eastward along the southern right of way line of South Street to the point of intersection with the west right of way line of South Main Street,

Then turning southward along the west right of way line of South Main Street to the point of intersection with the centerline of US31,

Then turning southeastward along the centerline of US31 to the point of intersection with the east right of way line of South Main Street,

Then turning northward along the east right of way line of South Main Street to the point of intersection with the centerline of Young's Creek,

Then turning northeastward along the centerline of Young's Creek to the point of intersection with the east right of way line of Home Street,

Then turning northward along the east right of way line of Home Street to the point of intersection with the south right of way line of Monroe Street,

Then turning eastward along the south right of way line of Monroe Street to the point of intersection with the east right of way line of the old Pennsylvania Railroad,

Then turning northwestward along the east right of way line of the old Pennsylvania Railroad to the point of intersection with the south right of way line of SR44 (Jefferson Street),

Then turning eastward along the south right of way line of SR44 (Jefferson Street) to the point of intersection with the east right of way line of Forsythe Street,

Then turning northward along the east right of way line of Forsythe Street to the point of intersection with the south right of way line of SR44 (King Street),

Then turning eastward along the south right of way line of SR44 (King Street) to the point of intersection with the western boundary of parcel # 41-07-18-033-004.001 (Elks),

Then turning southward along the western boundary of parcel # 41-07-18-033-004.001 to the southwest corner of said parcel,

Then turning eastward along the southern boundary of parcel # 41-07-18-033-004.001 (Elks) to the point of intersection with the western boundary of parcel # 41-07-18-033-002.003-018 (Jones),

Then turning southward along the western boundary of parcel # 41-07-18-033-002.003-018 to the southwest corner of said parcel, which coincides with the corporate boundaries of the City of Franklin,

Then turning eastward along the corporate boundary of the City of Franklin to the point of intersection with the west right of way line of I-65,

Then continuing eastward along the corporate boundary of the City of Franklin, crossing the I-65 right of way, to the point of intersection with the western boundary of parcel # 41-07-19-011-001.003-018, which continues to coincide with the corporate boundaries of the City of Franklin,

Then turning southward along the western boundary of parcels numbered 41-07-19-011-001.003-018, and 41-07-20-032-006.005-018, to the southwest corner of parcel # 41-07-20-032-006.005-018, which continues to coincide with the corporate boundaries of the City of Franklin,

Then turning eastward along the southern boundary of parcel # 41-07-20-032-006.005-018 to the southeast corner of said parcel, which continues to coincide with the corporate boundaries of the City of Franklin,

Then continuing eastward along the southern boundary of parcel # 41-07-20-022-001.000-018 to the southeast corner of said parcel,

Then turning northward along the eastern boundary of parcels numbered # 41-07-20-022-001.000-018, 41-07-17-033-001.000-018 and 41-07-17-033-003.000-018 and including the right of way of CR525E, which continues to coincide with the corporate boundaries of the City of Franklin, to the point of intersection with the south right of way line of SR44,

Then continuing northward, across the right of way of SR44, to the point of intersection with the north right of way line of SR44, which continues to coincide with the corporate boundaries of the City of Franklin,

Then turning westward along the north right of way line of SR44, to the point of intersection with the eastern boundary of parcel # 41-07-178-032-002.000-018 which continues to coincide with the corporate boundaries of the City of Franklin,

Then turning northward along the eastern boundary of parcel # 41-07-178-032-002.000-018 to the northeast corner of said parcel, which continues to coincide with the corporate boundaries of the City of Franklin,

Then turning westward along the northern boundary of parcel #41-07-178-032-002.000-018 to the point of intersection with the east right of way line of Jim Black Road (CR500E), which continues to coincide with the corporate boundaries of the City of Franklin,

Then turning northward along the east right of way line of Jim Black Road (CR500E), to the northeast corner of parcel #41-07-18-001.000-018 which continues to coincide with the corporate boundaries of the City of Franklin,

Then turning westward along the corporate boundaries of the City of Franklin, to the point of intersection with the east right of way line of I-65, which continues to coincide with the corporate boundaries of the City of Franklin,

Then westward, crossing the right of way of I-65 to the point of intersection with the west right of way line of I-65,

Then turning southward along the west right of way line of I-65 to the point of intersection with the northern boundary of parcel # 41-07-18-042-012.000-018,

Then turning westward along the northern boundary of parcels numbered 41-07-18-042-012.000-018 and 41-07-18-042-011.000-018 to the point of intersection with the east right of way line of Paris Drive,

Then continuing across the right of way of Paris Drive to the point of intersection with the west right of way line of Paris Drive,

Then turning southward along the west right of way line of Paris Drive to the point of intersection with the northern boundary of parcel # 41-07-18-031-006.002-018,

Then turning westward along the northern boundary of parcel # 41-07-18-031-006.002-018 to the point of intersection with the east right of way line of Fairway Lakes Drive,

Then turning southward along the east right of way line of Fairway Lakes Drive to the point of intersection with the north right of way line of Longest Drive,

Then turning westward along the northern right of way line of Longest Drive to the point of intersection with the west right of way line of Milford Drive,

Then turning southward along the west right of way line of Milford Drive to the point of intersection with the north right of way line of SR44,

Then turning westward along the north right of way line of SR44 to the point of intersection with the east right of way line of Eastview Drive,

Then turning northward along the east right of way line of Eastview Drive to the point of intersection with the southern boundary of parcel # 41-08-13-011-002.000-018,

Then turning eastward along the southern boundary of parcel # 41-08-13-011-002.000-018, to the southeast corner of said parcel,

Then turning irregularly northward, eastward and northward along the eastern boundary of parcels numbered 41-08-13-011-002.000-018 and 41-08-12-044-017.000-018, to the northeast corner of parcel # 41-08-12-044-017.000-018 which coincides with the centerline of Upper Shelbyville Road,

Then continuing northward across the right of way of Upper Shelbyville Road to the point of intersection with the north right of way line of Upper Shelbyville Road,

Then turning southwestward along the north right of way line of Upper Shelbyville Road, to the point of intersection with the east right of way line of Eastview Drive, which coincides with the corporate boundaries of the City of Franklin, while excluding parcel # 41-08-12-044-016.000-018 from the ED Area,

Then continuing westward along the north right of way line of Upper Shelbyville Road, which coincides with the corporate boundaries of the City of Franklin, to the point of intersection with the east right of way line of Hurricane Road,

(with the intent of including the intervening portion of the right of way of Eastview Drive, between Upper Shelbyville Road and Hurricane Road, which is outside of the corporate limits of Franklin, as being "connected to" and/or "touching" the ED Area for purposes of expending TIF revenues for future improvements to Eastview Drive)

Then turning northward along the east right of way line of Hurricane Road to the point of intersection with the north right of way line of Eastview Drive (Arvin Drive),

Then turning westward along the north right of way line of Eastover Drive (Arvin Drive) to the point of intersection with the eastern boundary of parcel # 41-08-11-041-001.000-018,

Then turning northward along the eastern boundaries of parcels numbered 41-08-11-041-001.000-018 and 41-08-11-014-001.000-009 to the northeast corner of parcel # 41-08-11-014-001.000-009,

Then turning westward along the northern boundary of parcel # 41-08-11-014-001.000-009 to the point of intersection with the east right of way line of Musicland Drive,

Then turning northward in a curvilinear direction along the east right of way line of Musicland Drive to the point of intersection with the southeastern boundary of parcel # 41-08-02-043-022.000-009,

Then turning irregularly northward, eastward and northward along the southeastern, southern and eastern boundary of parcel # 41-08-02-043-022.000-009 to the northeast corner of said parcel,

Then turning westward along the northern boundary of parcel # 41-08-02-043-022.000-009, to the point of intersection with the eastern right of way line of Graham Road,

Then continuing westward across the right of way of Graham Road to the point of intersection with the west right of way line of Graham Road,

Then turning southward along the west right of way line of Graham Road to the point of intersection with the north right of way line of Commerce Drive,

Then turning westward along the north right of way line of Commerce Drive to the point of intersection with the centerline of the old Pennsylvanian Railroad,

Then turning southward along the centerline of the old Pennsylvania Railroad to the point of intersection with the south right of way line of Commerce Drive,

Then turning eastward along the south right of way line of Commerce Drive to the point of intersection with the centerline of Graham Road,

Then turning southward along the centerline of Graham Road to the point of intersection with the southern boundary of parcel # 41-08-11-041-001.000-009,

Then turning eastward along the southern boundary of parcel # 41-08-11-041-001.000-009 to the point of intersection with the western boundary of parcel # 41-08-11-043-001.000-009,

Then turning southward along the western boundary of parcel # 41-08-11-043-001.000-009, to the point of intersection with the north right of way line of Arvin Drive,

Then continuing across the right of way of Arvin Drive to the point of intersection with the south right of way line of Arvin Drive,

Then turning eastward along the south right of way line of Arvin Drive to the point of intersection with the west right of way line of Hurricane Road,

Then turning southward along the west right of way line of Hurricane Road to the point of intersection with the south right of way line of Upper Shelbyville Road,

Then turning eastward along the south right of way line of Upper Shelbyville Road to the point of intersection with the west right of way line of Eastview Drive,

Then turning southward in a curvilinear along the west right of way line of Eastview Drive to the point of intersection with the north right of way line of SR44.

Then turning westward long the north right of way line of SR44 to the point of intersection with the east right of way line of the old Pennsylvania Railroad,

Then turning northward along the east right of way line of the old Pennsylvania Railroad to the point of intersection with the southern boundary of parcel # 41-08-02-022-009.000-009,

Then turning eastward along the southern boundary of parcels numbered 41-08-02-022-009.000-009 and 41-08-02-024-009.008-009 to the point of intersection with the west right of way line of Graham Road,

Then turning northward along the west right of way line of Graham Road to the point of intersection with the south right of way line of Earlywood Drive,

Then continuing north across the right of way of Earlywood Drive to the point of intersection with the north right of way line of Earlywood Drive,

Then turning westward along the north right of way line of Earlywood Drive to the point of intersection with the east right of way line of the old Pennsylvania Railroad,

Then turning northward along the east right of way line of the old Pennsylvania Railroad to the point of intersection with the corporate limits of the City of Franklin,

Then continuing northward along the corporate boundary of the City of Franklin (coinciding with the right of way of the old Pennsylvania Railroad), to the point of intersection with the northern boundary of parcel # 41-05-34-034-005.001-009, which coincides with the corporate boundary of the City of Franklin,

Then turning westward along the northern boundary of parcels number 41-05-34-034-005.001-009 which coincides with the corporate limits of the City of Franklin, to the northwest corner of said parcel,

Then turning southward along the western boundary of parcel # 41-05-34-034-005.001-009 to the point of intersection with the north right of way line of Sloan Drive,

Then continuing south across the right of way of Sloan Drive to the point of intersection with the south right of way of Sloan Drive,

Then turning eastward along the south right of way line of Sloan Drive to the point of intersection with the west right of way line of Bearing Drive,

Then turning southward along the west right of way line of Bearing Drive to the point of intersection with the south right of way line of Earlywood Drive,

Then turning eastward along the south right of way line of Earlywood Drive to the point of intersection with the west right of way line of the old Pennsylvania Railroad,

Then turning southward along the west right of way line of the old Pennsylvania Railroad to the point of intersection with the northern boundary of parcel # 41-08-03-014-004.000-009,

Then turning westward along the northern boundary of parcel # 41-08-03-014-004.000-009 to the northwest corner of said parcel,

Then turning irregularly southward along the western boundary of parcel #41-08-03-014-004.000-009 to the southwest corner of said parcel,

Then turning eastward along the southern boundary of parcel # 41-08-03-014-004.000-009 to the point of intersection with the western boundary of parcel # 41-08-03-041-061.000-018,

Then turning southward along the western boundary of parcel # 41-08-03-041-061.000-018 to the southwest corner of said parcel,

Then turning eastward along the southern boundary of parcel # 41-08-03-041-061.000-018to the point of intersection with the west right of way line of the old Pennsylvania Railroad,

Then turning southward along the west right of way line of the old Pennsylvania Railroad to the point of intersection with the north right of way line of King Street,

Then turning westward long the north right of way line of King Street to the point of intersection with the east right of way line of North Main Street,

Then turning irregularly northward along the east right of way line of North Main Street to the point of intersection with the east right of way line of US31,

Then turning southward along the east right of way line of US31 to the point of intersection with the west right of way line of North Main Street,

Then turning irregularly southward along the west right of way line of North Main Street to the point of intersection with the north right of way line of King Street,

Then turning westward along the north right of way line of King Street to the point of beginning.

and also the parcels listed on page 7.

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EXHIBIT B TO RESOLUTION

LEGAL DESCRIPTION FRANKLIN DOWNTOWN/I-65 AMENDED INTEGRATED ECONOMIC DEVELOPMENT AREA (Continued)

Parcel No. 41-07-18-041-002.000-018

Parcel No. 41-07-18-042-013.000-018

Parcel No. 41-07-17-011-001.000-018

Parcel No. 41-07-17-014-001.000-018

Parcel No. 41-07-17-021-006.000-018

Parcel No. 41-07-17-041-001.000-018

the right-of-way of Forrest Drive/County Road 525 East, connecting the following six (6) parcel and the six (6) parcels set forth below:

Parcel No. 41-07-20-034-002.000-018

Parcel No. 41-07-20-021-007.000-018

Parcel No. 41-07-20-012-004.000-017

Parcel No. 41-07-20-033-001.000-018

Parcel No. 41-07-20-034-001.000-018

Parcel No. 41-07-20-034-002.000-018

and also:

Parcel No. 41-08-02-021-004.000-009

Parcel No. 41-07-16-033-002.000-018

Parcel No. 41-07-21-021-007.000-017

Including the right-of-way of S.R. 44 connecting the above two parcels to the Franklin Downtown/I-65 Amended Integrated Economic Development Area that is north of S.R. 44.

and also:

Parcel No. 41-05-34-022-001.001-064

Parcel No. 41-05-34-041-001.000-064

Parcel No. 41-05-35-022-016.000-064