

***Exhibit J***

MEMORANDUM

LA:LHE June 7, 2017

**URGENT Preparing to accept deeds in lieu of foreclosure for properties in Oregon and starting foreclosure proceedings for the property in Georgia**

WATCH TOWER BIBLE AND TRACT SOCIETY  
OF PENNSYLVANIA  
c/o R. Ciranko

Re: Formation of Two New LLCs

Dear Brothers:

We are writing to recommend that Watch Tower Bible and Society of Pennsylvania (WTPA) form two limited liability companies (LLCs), one called Two County Holdings, LLC and the other ONH Holdings, LLC, to hold title to property related to three of the trust deed investments.

Formation of Two County Holdings, LLC

In 2007, WTPA and two other investors loaned \$877,500 to Sutherlin Partners One, LLC (“Sutherlin”), secured by a parcel of land located in Douglas County, Oregon. Sutherlin signed a promissory note dated August 14, 2007, with a maturity date of 2010, and a deed of trust. In April 2010, WTPA bought out the interests of the other two investors, resulting in a 100% ownership interest in the security property and note. In 2008, Watch Tower loaned \$963,950.00 to Mrs. Julia Carver, secured by two parcels of land located in Lane County, Oregon. Julia Carver signed a Promissory Note dated June 12, 2008, with a maturity date of June 12, 2011, and a deed of trust. Both loans have been in default for years.

Our department and the Treasurer’s Office, with the assistance of attorneys in the U.S. Legal Department, are currently working with an Oregon attorney to take ownership of the properties in Lane and Douglas counties. Using a limited liability company to own the property will provide a degree of anonymity and measure of protection to Watch Tower for any claims arising during ownership of the property. Therefore, we are writing to recommend that Watch Tower form a limited liability company (“LLC”) called Two County Holdings, LLC, and act as the sole member. The Publishing Committee agrees with this recommendation.

Formation of ONH Holdings, LLC

In 2008, WTPA, loaned \$3.29 million to Sons Investment Group Limited (“Sons Investment”), through a loan servicing company in Oregon, for property located at 7335 Old National Highway, Riverdale, Georgia. Sons Investment signed a Promissory Note dated April 21, 2008, with a maturity date of April 21, 2009, and a deed of trust, a second extension to the Promissory

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Note on July 21, 2009, and a third extension on January 26, 2010. Sons Investment has been in default since 2010. By promissory note dated March 29, 2011, WTPA loaned an additional \$228,500 to Sons Investment, secured by a deed of trust.

Our department and the Treasurer's Office, with the assistance of attorneys in the U.S. Legal Department, are currently working with a Georgia attorney to finalize a non-judicial foreclosure and take ownership of the property in Georgia. At the request of the Treasurer's Office, we have formed a limited liability company ("LLC") to take ownership of the property and to provide a degree of anonymity and measure of protection to Watch Tower for any claims arising during ownership of the property. The LLC is called ONH Holdings, LLC, and Watch Tower is the sole member.

In order to form Two County Holdings, LLC and to memorialize the formation of ONH Holdings, LLC, we have attached two Unanimous Consent Resolutions of the Board of Directors to approve Brother Eric McIntyre as manager of each LLC, along with the LLC Agreements to be signed by Brother Robert Ciranko.

We are copying Brother Danny Bland on this memorandum so that he can have the documents signed if they meet with your approval. Please return a copy of the consent resolutions and the executed original LLC Agreements to WHQ Legal Department for further handling.

We appreciate the hard work of your directors in undertaking various projects in behalf of Kingdom interests. Thank you for your assistance with this matter.

Your brother,

*Philip Brumley*

Philip Brumley  
WHQ Legal Department

Attachments: (6)

c: Treasurer's Office  
Danny Bland