STATE OF SOUTH CAROLINA )	ASSIGNMENT AND ASSUMPTION
)	OF FEE AGREEMENT
COUNTY OF GREENVILLE )	

This ASSIGNMENT AND ASSUMPTION ACKNOWLEDGEMENT AND CONSENT TO THE TRANSFER AND ASSIGNMENT OF THE FEE AGREEMENT BY AND BETWEEN THE COUNTY OF GREENVILLE AND ORIX GREENVILLE LLC DATED DECEMBER 24, 2001 TO BROOKFIELD REALTY LP. is made as of \_\_\_\_\_\_\_, 201\_ (the "Effective Date") by Brookfield Realty LP, a South Carolina limited partnership ("Assignee"), and Greenville County, South Carolina (the "County").

**WHEREAS,** pursuant to the authorization granted under Title 12, Chapter 44 of the Code of Laws of South Carolina, 1976, as amended (the "<u>Act</u>"), the County and SPI Brookfield LLC ("Original Assignor") entered into a Fee In Lieu of Tax and Incentive Agreement dated as of December 24, 2001 (the "<u>Fee Agreement</u>"), which provided for certain incentives in order to induce investment by Original Assignor in a project located in the County (the "<u>Project</u>"); and

**WHEREAS,** the County assigned and transferred the 2001 Fee Agreement to Orix Greenville, LLC by Resolution No. 1427 on November 1, 2011; and,

**WHEREAS,** Brookfield Realty, LP (the Assignee) purchased the property from Orix Greenville LLC (the Assignor), on or about December 29, 2011 subject to the assignment of the 2001 Fee Agreement with the County of Greenville; and has requested the County assign and transfer the 2001 Fee Agreement; and

WHEREAS, in accordance with certain agreements between Assignor and Assignee (the "Purchase Agreement"), Assignor has assigned to Assignee, and Assignee assumed from Assignor, all of Assignor's right, title, and interest in, to, and under the Fee Agreement and all inducement and related documents and agreements pertaining to the fee in lieu of tax arrangement with respect to the Project; and

**WHEREAS**, pursuant to Section 8.3 (a) of the 2001 Fee Agreement, the County Council has authorized the undersigned County representative to acknowledge the County's ratification of and consent to such assignment and assumption;

**NOW THEREFORE,** in consideration of the County's consent to the assignment to Assignee of Assignor's interest in the Fee In Lieu of Tax and Incentive Agreement dated as of December 24, 2001, Assignee hereby acknowledges that it has agreed, and does hereby agree with the County, to assume, pay, and perform all the obligations of Assignor under the Fee Agreement and agrees to be bound by the Fee Agreement as if Assignee had been the Original Assignor named in the Fee Agreement. By execution of its consent below, the County acknowledges and consents to such assignment and agrees to the assumption by Assignee of all rights, covenants, liabilities and obligations imposed on the Assignor under the Fee Agreement as if the Assignee had been the Original Assignor named in the Fee Agreement.

**IN WITNESS WHEREOF**, the undersigned have caused this Acknowledgement and Consent to be duly executed on the date first above written.

(Signatures appear on the following page)

	ASSIGNEE:
	Brookfield Realty LP
	By:
	Its:
	GREENVILLE COUNTY, SOUTH CAROLINA
	By:
	Chairman, Greenville County Council
	By:
	Greenville County Administrator
Attest:	
Clerk of Greenville County Council	