

ASSIGNMENT AND ASSUMPTION ACKNOWLEDGEMENT AND CONSENT

This **ASSIGNMENT AND ASSUMPTION ACKNOWLEDGEMENT AND CONSENT** is made as of _____, 201_ (the "Effective Date") by Confluence Outdoor, LLC, a Delaware limited liability company ("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 "Act"), the County and Confluence Real Estate Holdings, LLC, CH Holdings Corp., and Confluence Holding Corp. (collectively, "Assignor") entered into a Fee In Lieu of Tax and Incentive Agreement dated as of November 15, 2011 (the "Fee Agreement"), which provided for certain incentives in order to induce investment by Assignor in a project located in the County (the "Project"); and

WHEREAS, in accordance with certain agreements dated as of April 18, 2014 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 (collectively, the "Transaction Documents"); and

WHEREAS, pursuant to Resolution of the Greenville County Council adopted _____, 201_, 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 Transaction Documents, 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 Transaction Documents and agrees to be bound by the Transaction Documents as if Assignee had been the original "Sponsor" named in the Transaction Documents. 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 "Sponsor" under the Transaction Documents as if the Assignee had been the original "Sponsor" named in the Transaction Documents.

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

**ASSIGNEE:
CONFLUENCE OUTDOOR, LLC**

By: _____
Its: _____

GREENVILLE COUNTY, SOUTH CAROLINA

By: _____

By: _____

Attest:

Clerk to _____ County Council