

STATE OF SOUTH CAROLINA)
)
COUNTY OF GREENVILLE)

**ASSIGNMENT AND ASSUMPTION
OF LEASE AGREEMENT**

This **ASSIGNMENT AND ASSUMPTION ACKNOWLEDGEMENT AND CONSENT TO THE TRANSFER AND ASSIGNMENT OF THE LEASE AGREEMENT BY AND BETWEEN THE COUNTY OF GREENVILLE AND ELLCON-NATIONAL, INC. AND ELLCON DRIVE, LLC DATED JUNE 1, 1997 TO FAIVELEY TRANSPORT NORTH AMERICA, INC.** is made as of _____, 2015 (the "Effective Date") by Faiveley Transport North America, Inc., a New York corporation ("Assignee"), and Greenville County, South Carolina (the "County").

WHEREAS, pursuant to the authorization granted under Title 4, Chapter 12 of the Code of Laws of South Carolina, 1976, as amended (the "Act"), the County and Ellcon-National, Inc., a New York corporation ("Assignor") entered into a Lease Agreement dated as of June 1, 1997 (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, pursuant to that certain Assignment and Sale of Leasehold dated July 10, 1998, Assignor assigned to Ellcon Drive, LLC, a South Carolina limited liability company ("Ellcon Drive"), all right, title, and interest of Assignor in that portion of the Fee Agreement (and the leasehold estate created thereby) that relates to the real property described in the Fee Agreement, provided that Assignor retained all right, title, and interest in that portion of the Fee Agreement that relates to personal property; and

WHEREAS, pursuant to that certain Sublease Agreement dated September 16, 1998, as amended by that certain First Amendment to Sublease Agreement dated October 15, 1998, as further amended by that certain Second Amendment to Sublease Agreement dated December 17, 2003, Ellcon Drive leased and demised the real property described in the Fee Agreement to Assignor and Assignor agreed to be responsible for payments in lieu of taxes as provided for in Section 6.03 of the Fee Agreement; and

WHEREAS, on or about August 1, 2014, Assignor changed its name to Faiveley Transport North America, Inc., and Ellcon-National, Inc., now known as Faiveley Transport North America, Inc., has requested that the County consent to the name change and assign and transfer all right, title, and interest of Assignor under the Fee Agreement; and

WHEREAS, in accordance with certain agreements entered into by Assignor and Assignee, Assignor and Assignee have amended the name of Assignor and assigned to Assignee, to the extent applicable, 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, the County Council has authorized the undersigned County representative to acknowledge the County's ratification of and consent to such name change, assignment and assumption, pursuant to Sections 8.09 and 9.01 of the Fee Agreement to the extent applicable;

NOW THEREFORE, in consideration of the County's consent to the name change and assignment to Assignee of Assignor's interest in the Fee Agreement, 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 Assignor named in the Fee Agreement. By execution of its consent below, the County acknowledges and consents to such name change and 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 Assignor named in the Fee Agreement.

(Signatures appear on the following page)

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

ASSIGNEE:

Faiveley Transport North America, Inc.,
a New York corporation

By: _____

Its: _____

GREENVILLE COUNTY, SOUTH CAROLINA

By: _____

Chairman of County Council
Greenville County, South Carolina

By: _____

County Administrator
Greenville County, South Carolina

ATTEST:

By: _____

Clerk to County Council
Greenville County, South Carolina