

Assignment and Assumption of Agreement

This Assignment and Assumption of Agreement is entered into as of May 1, 2015 (the "Effective Date"), by and between LSA Design, Inc. ("Consultant") and SRF Consulting Group, Inc. ("SRF").

WHEREAS, City of Bloomington ("Client") and Consultant entered into a Design Peer Review and Construction Monitoring Services Agreement for South Loop Investments, LLC (the "Agreement") dated April 6, 2015 for the performance of services by Consultant in the nature of construction monitoring and budget review services; and

WHEREAS, Consultant has sold certain of its assets, including the Agreement, to SRF under the terms of an Asset Purchase Agreement, and in connection with the closing of the Asset Purchase Agreement, Consultant wishes to assign the Agreement to SRF, and SRF wishes to accept such assignment and assume Consultant's obligations under the Agreement, all effective as of the Effective Date;

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein and in the Asset Purchase Agreement, the parties agree as follows:

1. Assignment of Agreement. Consultant hereby assigns to SRF all of its right, title and interest in and to the Agreement as of the Effective Date.

2. Assumption of Agreement. SRF hereby accepts the assignment of the Agreement and agrees to perform all obligations of Consultant under the Agreement from and after the Effective Date.

3. Asset Purchase Agreement to Control. The right to receivables under the Agreement, the obligation to perform services under the Agreement, the division of work in process, the indemnity obligations between Consultant and SRF, and all other matters between Consultant and SRF concerning the Agreement will be as provided in the Asset Purchase Agreement.

IN WITNESS WHEREOF, Consultant and SRF have executed this Assignment and Assumption of Agreement effective as of the Effective Date.

SRF Consulting Group, Inc.

By:   
Its: Controller

Taxpayer ID: 41-0847319

LSA Design, Inc.

By:   
Its: PRESIDENT

Taxpayer ID: 41-1660611

CONSENT TO ASSIGNMENT

City of Bloomington hereby consents to the assignment of the Agreement from Consultant to SRF as of the Effective Date.

Dated: \_\_\_\_\_

City of Bloomington

By: \_\_\_\_\_

Mayor

By: \_\_\_\_\_

City Manager