

ASSIGNMENT

THIS ASSIGNMENT (this "Assignment"), is dated to be effective as of July ____, 2018 and entered into by and between Cencor Acquisition Company, Inc. a Texas corporation ("Assignor") and NEC Spencer Highway and East Boulevard Phase I, Ltd., a Texas limited partnership ("Assignee").

W I T N E S S E T H:

WHEREAS, Assignor and the City of Deer Park, a Texas home-rule municipality (the "City") entered into that certain Charter 380 Economic Development Program Agreement (the "Agreement") dated September 6, 2016; and

WHEREAS, Assignor now desires to assign the Agreement to Assignee pursuant to the terms and provisions set forth herein;

NOW, THEREFORE, for and in consideration of the Agreement and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The Assignor hereby assigns to Assignee, and hereby transfers and sets over to Assignee said Agreement, and all rights, requirements, emoluments and obligations of any nature arising therefrom, including without limitation, any payments made by the City pursuant to the Agreement.

3. Assignee hereby accepts the assignment provided for herein and agrees to carry out and perform all of the obligations and requirements of the Assignor pursuant to the Agreement.

4. Subject to the foregoing, this Assignment shall be binding upon, and shall inure to the benefit of, the parties hereto and their respective heirs, successors and assigns.

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IN WITNESS WHEREOF, the parties hereto have executed this Assignment and made it effective as of the first date written above.

ASSIGNOR:

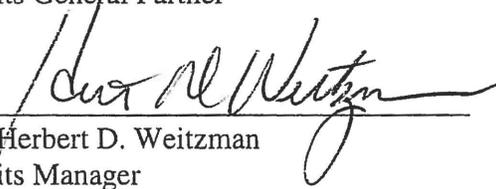
Cencor Acquisition Company, Inc.
a Texas corporation

By: 
Name: Steve Chandler
Title: Senior Vice President

ASSIGNEE:

NEC Spencer Highway and East Boulevard Phase I,
Ltd., a Texas limited partnership

By: NEC Spencer Highway and East Boulevard
One, Ltd., a Texas limited partnership
its General Partner

By: 
Herbert D. Weitzman
its Manager

The City is executing this Assignment to consent to the Assignment as required in Section 10(c) of the Agreement.

City of Deer Park, Texas
A Texas home-rule municipality

By: _____
Name: _____
Title: _____