

ASSIGNMENT AND ASSUMPTION AGREEMENT

WHEREAS, CJ Developers, Inc. (hereinafter "CJ Developers") entered into a Conditional Rezoning Agreement dated March 5, 2013 (hereinafter "CZA") with the City of Portland (hereinafter "Portland"), for the purpose of amending the zoning of 2282 Congress Street, Portland, Maine more particularly described on the Portland Assessors Map 237, Block A as Lot 12 (the "Property"); and,

WHEREAS, Portland Property Holdings, LLC (hereinafter "PPH") was formed with the Secretary of State on April 11, 2013 for the purpose of purchasing the Property; and,

WHEREAS, PPH desires to assume all of the obligations contemplated by the Conditional Rezoning Agreement and CJD desires to assign the Conditional Rezoning Agreement as recorded in the Cumberland County Registry of Deeds at Book 31901, Page 55; and,

WHEREAS, CJD agrees to assign the CZA PROVIDED THAT, PPH agrees to the conditions and terms stated in this Assignment and Assumption Agreement.

NOW THEREFORE, the parties agree as follows:

1. CJ Developers does hereby ASSIGN, TRANSFER and CONVEY all of the rights, restrictions, provisions and conditions in and to the Conditional Rezoning Agreement to PPH and does warrant that, as of the date of this document, the terms and conditions of the Conditional Rezoning Agreement have not been amended;
2. PPH does hereby assume and agrees to be responsible for all of CJD's duties, restrictions, provisions and conditions under the Conditional Rezoning Agreement;

IN WITNESS WHEREOF, the parties hereto have executed this Assignment and Assumption Agreement this 14th day of November, 2014.

WITNESS:

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CJ Developers, Inc.

By: David Latulippe
David Latulippe
Its President

Portland Property Holdings, LLC

By: James G. Howard
James G. Howard
Its Manager