**ASSIGNMENT AND ASSUMPTION OF**

**PURCHASE AND SALE AGREEMENT**

This Assignment and Assumption of Contract is made this day of October, 2014 by and between **Telos Capital LLC**, a Maine limited liability company(“Assignor”) and **Geneva Ventures LLC**, a Maine limited liability company (“Assignee”).

WITNESSETH:

 WHEREAS, Assignor and Jay M. Menario and Diane M. Menario (hereinafter collectively “Seller”) entered into a Purchase and Sale Agreement dated April 21, 2014, as amended (the “Contract”) for the purchase and sale of certain real estate and improvements located at Pamela Street in Portland, Maine (the “Property”); and

WHEREAS, Assignor desires to assign to Assignee, and Assignee desires to accept and assume from Assignor, all of Assignor’s right, title, interest in and to and obligations under the Contract.

NOW THEREFORE, for valuable consideration, the receipt and sufficiency is hereby acknowledged the Assignor and Assignee agree as follows:

 1. Assignor assigns to Assignee, and Assignee accepts and assumes from Assignor, all right, title, interest in and to and obligations under the Contract.

ASSIGNOR:

 Telos Capital LLC

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Witness Todd R. Settle

 Title: sole Member

 ASSIGNEE:

Geneva Ventures LLC

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

Witness Dennis N. Coulombe

 Title: Manager