

ASSIGNMENT AGREEMENT

The **City of Billings**, Montana, a municipal corporation with an address of PO Box 1178, Billings MT 59103, and the **South Billings Urban Renewal Association** with an address of 430 S Billings Blvd, Billings MT 59101 hereby consent to the assignment ("**Assignment**") of the rights, title, and interest of **Northridge Assets, LLC** a North Dakota limited liability company having an address at 1551 28th Ave South, Suite L Grand Forks, ND 58201 ("**Assignor**") to a certain development agreement attached hereto as Exhibit A ("**Development Agreement**"), and the assumption of the obligations and liabilities thereunder accruing from and after the date of the Assignment (the "**Assignment Date**") by **Southgate Hotels, LLC** a Montana Limited Liability Corporation with an address 1345 Mullowney Ln, Billings, MT 59101 ("**Assignee**"); subject the following conditions:

1. Conditions.

- a) Authority. The Parties each hereby represent that all necessary authorizations required for the execution of this instrument have been given and that each of the undersigned representatives has been duly authorized to execute this instrument and bind the party for which it signs.
- b) Assumption. Immediately upon the Assignment from Assignor to Assignee, Assignee assumes Assignor's duties and obligations under the Development Agreement.
- c) No Further Agreement. All parties consent to this Assignment shall not be deemed consent to any future assignment or transfer of the Development Agreement.

2. Release.

The parties hereto agree that subject to the satisfaction of the conditions set forth in Section 1 of this instrument, Assignor shall have no further obligations or liabilities accruing under the Development Agreement after the Assignment Date. Notwithstanding anything herein to the contrary, nothing herein shall release Assignor from its obligations and liabilities under the Development Agreement to the extent such obligations and liabilities arose or accrued prior to the Assignment Date.

3. Notices.

The Agreement provides that as of the Assignment Date, the notice address is as follows:

City of Billings
PO Box 1178
Billings, MT 59103
Attn: Brent Brooks

Northridge Assets, LLC
1551 28th Ave South, Suite L
Grand Forks, ND 58201
Attn: Penny Zola

South Billings Urban Renewal Assoc.
430 S Billings Blvd
Billings, MT 59101
Attn: Shawn Hanser

Southgate Hotels, LLC
1345 Mullowney Ln
Billings, MT 59101
Attn: Nasima Khan

4. Miscellaneous.

- a) This agreement will be binding to the benefit of the parties hereto, their successors and assigns.
- b) The parties agree that a scanned or electronically reproduced copy or image of this executed instrument shall be deemed an original and may be introduced or submitted in any action or proceeding as competent evidence of the execution, terms and existence hereof.

IN WITNESS WHEREOF, the Parties have set their hands and seals the day and year first above written.

EXHIBIT A

Executed Development Agreements

