

**ASSIGNMENT OF DOWNTOWN EXPANSION REDEVELOPMENT AREA TRANSFORMATIONAL
PROJECT DEVELOPMENT AGREEMENT**

THIS AGREEMENT is entered into effective November 1, 2014 by and between SOUTHWEST SECOND AVENUE LLC, a Florida Limited Liability Company, whose mailing address is ("ASSIGNOR") And GVILLE PALMS LLC, a Florida Limited Liability Company, whose mailing address is 101 SE 2nd Place, Suite 202, Gainesville, Florida 32601, ("ASSIGNEE")

WHEREAS, ASSIGNOR entered into the Downtown Expansion Redevelopment Area Transformational Project Development Agreement dated March 5, 2007 and recorded in OR Book 3581, Page 633 of the Public Records of Alachua County, Florida.

WHEREAS, ASSIGNOR collaterally assigned said Agreement to Millennium Bank as security for a loan to develop said project pursuant to Collateral Assignment dated October 2, 2007 and recorded in OR Book 3692, Page 1488 of the Public Records of Alachua County, Florida.

WHEREAS, PNC Bank, successor to RBC Bank, which was successor to Millennium Bank transferred the Collateral Assignment to ASSIGNEE pursuant to Assignment dated October 27, 2014 and recorded in OR Book 4312, Page 1165 of the Public Records of Alachua County, Florida.

WHEREAS, ASSIGNOR has sold all the remaining units in The Palms Condominiums to ASSIGNEE pursuant to the Warranty Deed dated as of November 1, 2014 as recorded in OR Book _____, Page _____ of the Public Records of Alachua County, Florida in partial consideration of ASSIGNEE accepting a discounted payoff of the loan.

WHEREAS, ASSIGNOR is transferring and assigning all its rights, title and interest in, and its obligations under the Downtown Expansion Redevelopment Area Transformational Project Development Agreement to ASSIGNEE as partial consideration of ASSIGNEE accepting a discounted payoff of the loan.

WHEREAS, as successor to PNC and ASSIGNOR, ASSIGNEE has agreed to accept the Assignment of the Downtown Expansion Redevelopment Area Transformational Project Development Agreement and assume in writing, the responsibilities, obligations and duties associated with the interests being assigned by ASSIGNOR and PNC.

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

1. ASSIGNOR hereby grants, bargains, sells, assigns, transfers and sets over to ASSIGNEE all ASSIGNOR's rights, title and interest in, and its obligations under the Downtown Expansion Redevelopment Area Transformational Project Development Agreement.

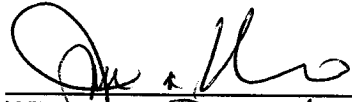


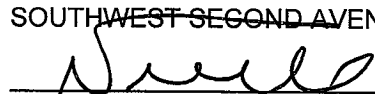
2. ASSIGNEE hereby assumes the responsibilities, obligations and duties associated with the interests being assigned by ASSIGNOR and PNC.
3. ASSIGNOR authorizes and directs the Gainesville Community Redevelopment Agency ("CRA") to make all pending and future payments of Tax Increment Recapture Payments to ASSIGNEE, including specifically that payment due March 1, 2014 that had been held by the CRA.
4. ASSIGNOR hereby confirms that the Project is in compliance with all the Performance Benchmarks contained in Section 6 of the Downtown Expansion Redevelopment Area Transformational Project Development Agreement.
5. Notices for ASSIGNEE should be sent to the following address:

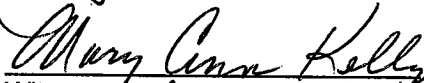
GVILLE PALMS LLC
 % Ken McGurn or Linda McGurn
 101 SE 2nd Place, Suite 202
 Gainesville, Florida 32601
 Telephone: 352-372-6172 x 3 or x5
 Facsimile: 352-371-9229
 Email: ken@mcgurn.com or linda@mcgurn.com


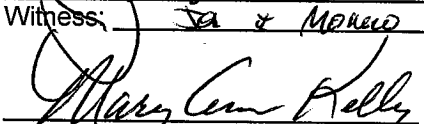
The ASSIGNEE agrees to notify the CRA of any change of address.

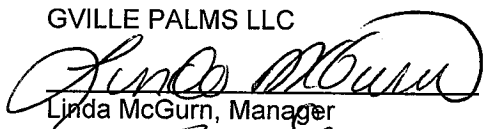
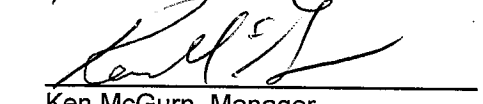
IN WITNESS WHEREOF, the ASSIGNOR and ASSIGNEE have executed this Assignment as of the effective date.


 Witness: Joe & Monica

SOUTHWEST SECOND AVENUE LLC

 Greg Trunnell, Manager

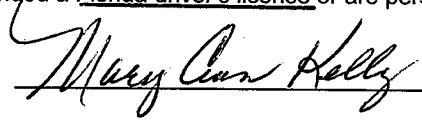

 Witness: MARY ANN KELLY


 Witness: Joe & Monica

 Witness: MARY ANN KELLY

GVILLE PALMS LLC

 Linda McGurn, Manager

 Ken McGurn, Manager

STATE OF FLORIDA, COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me on this 12 day of November, 2014 by Greg Trunnell, Manager of Southwest Second Avenue LLC, on behalf of said LLC, and Kenneth R. McGurn and Linda McGurn, Managers of Gville Palms LLC, on behalf of said LLC, who provided a Florida driver's license or are personally known to me and who did not take an oath.



Prepared by Linda C. McGurn
 101 SE 2nd Place, Suite 202, Gainesville, FL 32601



**CONSENT TO ASSIGNMENT OF DOWNTOWN EXPANSION REDEVELOPMENT
AREA TRANSFORMATIONAL PROJECT DEVELOPMENT AGREEMENT**

Pursuant to the provisions of Section 17 of the Downtown Expansion Redevelopment Area Transformational Project Development Agreement dated March 5, 2007 and recorded in OR Book 3581, Page 633 of the Public Records of Alachua County, Florida, the Gainesville Community Redevelopment Agency ("CRA") does hereby consent to:

1. The Assignment from Southwest Second Avenue LLC as assignor and PNC as Collateral Assignor to Gville Palms LLC as assignee, of all assignors' rights, title and interest in, and its obligations under the Downtown Expansion Redevelopment Area Transformational Project Development Agreement.
2. The assumption by Gville Palms LLC, as assignee, of all the responsibilities, obligations and duties associated with the interests being assigned by assignors.
3. The release of Southwest Second Avenue LLC of such responsibilities, obligations and duties associated with the interests being assumed by Gville Palms LLC.

IN WITNESS WHEREOF, the CRA has executed this Consent this ____ day of November, 2014.

GAINESVILLE COMMUNITY
REDEVELOPMENT AGENCY

By: _____
Russ Blackburn, Executive Director

Witness: _____

Witness: _____

STATE OF FLORIDA, COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me on this _____ day of November, 2014 by Russ Blackburn, as the Executive Director, Gainesville Community Redevelopment Agency, on behalf of the Gainesville Community Redevelopment Agency, who is personally known to me and who did not take an oath.

Approved as to Form and Legality
CRA Attorney