

CONSENT TO ASSIGNMENT OF [INSERT TITLE OF AGREEMENT]¹
(this "Consent")

The City of Gahanna, Ohio, an Ohio municipal corporation (the "City"), is party to that certain [Insert title of agreement] (the "Agreement"). Gahanna-Creekside Investments, LLC, an Ohio limited liability company ("Original Developer"), is the other party to the Agreement, but its interest in the Agreement has been subject to receivership proceedings.

Creekside Investment Partners LLC, an Ohio limited liability company ("Assignee"), has acquired Original Developer's interest in the Agreement pursuant to court order and that certain Contract for Purchase and Sale, dated February 10, 2012, by and between Crouch Investment Group, LLC, a Michigan limited liability company with offices located at 1427 W. Saginaw Highway, Suite 150, East Lansing, Michigan 48823 ("Crouch"), and Mark S. Froehlich, court appointed Receiver for Original Developer, with offices located at 605 S. Front Street, Suite 200, Columbus, OH 43215, as assigned by Crouch to Assignee pursuant to an Assignment and Assumption of Contract of Purchase and Sale, dated as of May __, 2012, between Crouch and Assignee.

The City is being requested to consent to the assignment to Assignee of the interests of Original Developer in the Agreement (the "Assignment").

The City is willing to consent to the Assignment, upon the terms and conditions set forth herein.

CONSENT AND AGREEMENT

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

1. The City hereby consents to the Assignment.
2. Except as set forth herein, this Consent shall not modify, waive, impair or affect any of the covenants, terms and conditions contained in the Agreement, and shall not waive any subsequent breach by Assignee of the Agreement.

CONSENTED TO this ____ day of
June, 2012

CITY OF GAHANNA, OHIO

By: _____
Name: Rebecca W. Stinchcomb
Title: Mayor

¹ Development Agreement, Reciprocal Easement Agreement, Infrastructure Agreement, Indemnification Agreement