

ASSIGNMENT OF LOAN AGREEMENT

KNOW ALL MEN BY THESE PRESENTS that the **CITY OF GAHANNA, OHIO** (the "Issuer"), does hereby sell, assign, transfer and set over to **PNC BANK, NATIONAL ASSOCIATION**, a national banking association (the "Original Purchaser"), having its designated corporate office in Columbus, Ohio, all the right, title and interest of the Issuer in and to the Loan Agreement dated as of July 1, 2015 (the "Loan Agreement"), between the Issuer and The Columbus Academy, an Ohio nonprofit corporation, including the Pledged Receipts, as defined therein, as well as all Loan Payments, Additional Payments, and other payments payable or which may become payable thereunder and all security therefor, excluding, however, the Issuer's rights to receive expense, reimbursement and indemnity payments, and the remedies related thereto; and the Issuer does hereby constitute and appoint the Original Purchaser as aforesaid, its true and lawful attorney for it and in its name to collect and receive payment of any and all of said Loan Payments, Additional Payments, and other payments, subject to the stated exclusion and to give good and sufficient receipts therefor, hereby ratifying and confirming all that said attorney may do in the premises. Capitalized terms used in this Assignment have the meaning given to them in the Loan Agreement. Said Original Purchaser may, but shall not be required to, institute any proceedings or take any action in its name or in the name of the Issuer to enforce payment or collection of any or all of such Loan Payments, Additional Payments, and contributions and payments on account of such payments.

IN WITNESS WHEREOF, the City of Gahanna, Ohio has caused this Assignment to be duly executed in its name by the _____ of the City of Gahanna, Ohio, and this Assignment to be dated as of the 13th day of July, 2015.

CITY OF GAHANNA, OHIO

By: _____
Name: _____
Title: _____

This instrument was prepared by:
Marc T. Kamer, Esq.
Peck, Shaffer & Williams,
A Division of Dinsmore & Shohl LLP
191 W. Nationwide Blvd., Suite 300
Columbus, OH 43215

STATE OF OHIO)
) **SS:**
COUNTY OF FRANKLIN)

ON THIS, the _____ day of July, 2015, before me, the undersigned, a notary public, personally appeared _____, who acknowledged that he or she is the _____ of the City of Gahanna Ohio, and that he as such officer being authorized to do so, executed the foregoing Assignment of Loan Agreement, for the purpose therein contained by signing the name of the City of Gahanna, Ohio by his or her self as such officer.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Notary Public

[SEAL]

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