

## ASSIGNMENT AND ASSUMPTION AGREEMENT WITH LANDLORD CONSENT

This Assignment and Assumption Agreement (this "Agreement") is entered into to be effective as of November 4, 2016 (the "Effective Date"), after City Council approval and funding of the "Transaction" further described in Recital B below, between **Brown Bag Sandwich Shop, Inc.**, a Texas corporation (hereinafter called "Assignor"), and **The Big Bib, LLC**, a Texas Limited Liability Company (hereinafter called "Assignee") and consented to by the City of San Antonio, a Texas Municipal Corporation (hereafter called "City"), acting by and through its City Manager pursuant to Ordinance Number \_\_\_\_\_ passed and approved by the San Antonio City Council on \_\_\_\_\_.

### WITNESSETH

A. WHEREAS, a municipal airport lease agreement ("Lease Agreement") was executed on June 11, 2015 between the City and Assignor pursuant to Ordinance No: 2015-06-11-0515 dated June 11, 2015; and

B. WHEREAS, Assignee has agreed to purchase from Assignor, and Assignor has agreed to sell to Assignee, certain of Assignor's assets (the "Transaction" known between Assignor and Assignee as the "Asset Purchase Agreement"); and

C. WHEREAS, Brown Bag Sandwich Shop, Inc. ("Assignor") has requested the City's consent to the assignment of Assignor's rights and obligations under the Lease Agreement to The Big Bib, LLC, ("Assignee"); and

D. WHEREAS, the City is willing to consent to this request of Assignor to assign its rights under the Lease Agreement, as amended by the First Amendment of Lease executed by Assignee simultaneously to this Assignment and Assumption Agreement, to Assignee, which consent shall become null and void if the closing and funding of the Transaction ("Asset Purchase Agreement") does not occur immediately following consent to this Assignment by the San Antonio City Council;

NOW THEREFORE, in consideration of the terms, covenants and promises, agreements, and demises herein contained, and for other good and valuable consideration, each to the other given, the sufficiency and receipt of which are hereby acknowledged, the parties hereto agree as follows:

1. Assignor hereby conveys, transfers, and assigns and delivers to Assignee and its successors and assigns all of Assignor's rights, title, and interest in and to the Lease Agreement, as amended, effective as hereinafter set forth.
2. In consideration therefore, Assignee hereby accepts, assumes, takes over, and succeeds to all of the Assignor's rights, duties, interests, liabilities, and obligations under the Lease Agreement, as amended. Assignee agrees to indemnify and hold harmless the City with respect to any and all such duties, liabilities, or obligations.
3. Assignor warrants to Assignee that it is not in material breach of the Lease Agreement and hereby agrees for itself and its successors and assigns to

indemnify and hold harmless Assignee from any loss, damage, environmental damage, claim, cost, or expense arising from the failure of Assignor or its successors or assigns to perform any of the terms, conditions, covenants, and obligations of the Lease Agreement, provided such indemnity shall apply only to failure accruing prior to the Effective Date of this Agreement.

4. The City consents to the assignment of the rights and obligations of Brown Bag Sandwich Shop, Inc., Assignor, to The Big Bib, LLC, Assignee, which consent shall be null and void if the closing and funding of the Transaction does not occur after this Agreement is consented to by City Council.
5. The Effective Date of this Agreement shall be November 4, 2016.

IN WITNESS WHEREOF, Assignor and Assignee have executed and delivered this Agreement as of the Effective Date.

EXECUTED the \_\_\_\_\_ day of \_\_\_\_\_, 2016

ASSIGNOR:

Brown Bag Sandwich Shop Inc.,  
a Texas Corporation

By: Jayne Escobedo  
Name: Jayne Escobedo  
Title: President

ASSIGNEE:

The Big Bib, LLC, a Texas Limited  
Liability Company

By: STANLEY R. SHROPSHIRE  
Name: Stanley R. Shropshire  
Title: CEO/OWNER

CONSENT GRANTED: City of San Antonio

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Date Approved

APPROVED:

\_\_\_\_\_  
City Attorney