

**ASSIGNMENT OF INTEREST OF AUGUSTA GROVE PASSCO I OWNER, LLC IN
INDUCEMENT AGREEMENT**

THIS ASSIGNMENT is made as of this ___ day of _____, 2022, by Augusta Grove Passco I Owner, LLC, a South Carolina limited liability company (the “Assignor” or “Augusta Grove”), to MDH F2 Greenville 301GR, LLC, a Delaware limited liability company (the “Assignee”).

WHEREAS, Augusta Grove and Greenville County, South Carolina (the County”) acting by and through its County Council entered into an Inducement Agreement dated as of March 3, 2020 (the “Inducement Agreement”) pursuant to Title 12, Chapter 44 (the “FILOT Act”), Code of Laws of South Carolina 1976, as amended related to Augusta Grove’s acquisition, construction and installation of land, buildings, improvements, fixtures, machinery, equipment, furnishings, and other real and/or tangible personal property to constitute an expansion to its manufacturing/distribution facility in the County (collectively, the “Project”); and

WHEREAS, Augusta Grove has entered into a Purchase and Sale Agreement with the Assignee as to the Project;

WHEREAS, in connection with such Purchase and Sale Agreement, Augusta Grove has determined that beneficial ownership, control and operation of the property comprising the Project and subject to the Inducement Agreement will be transferred and assigned from Augusta Grove to Assignee;

WHEREAS, Assignor now wishes to transfer and assign to Assignee, and Assignee wishes to accept and assume, all of Assignor’s rights, title, interests and obligations as set forth in the Inducement Agreement with the consent, ratification and approval of County and as contemplated by and provided for Section 4.5 of the Inducement Agreement.

NOW, THEREFORE,

FOR VALUE RECEIVED, the Assignor hereby grants, transfers, and assigns to the Assignee, its successors and assigns, and Assignee hereby accepts and assumes, all of the rights, title, interests and obligations of the Assignor in, to and under the aforesaid Inducement Agreement.

This Assignment is made and executed pursuant to the specific authorization therefor set forth in Section 4.5 of the Inducement Agreement and the FILOT Act.

The consent, ratification and approval of the County to this Assignment, as provided for in the Inducement Agreement, is also evidenced by the County’s Consent appended hereto.

By its execution hereof, Assignee acknowledges, agrees to, accepts and assumes the rights, duties, liabilities and obligations of Assignor as party to the Inducement Agreement,

and Assignor is hereby released of any further liability to County in connection with said agreement and the fee-in-lieu of taxes transaction.

The Assignor and Assignee have caused this Assignment to be executed respectively by the duly authorized officers of Assignor and Assignee as of the date first written above.

ASSIGNOR:

Augusta Grove Passco I Owner, LLC

By: _____

Its: _____

ASSIGNEE:

MDH F2 Greenville 301GR, LLC,
a Delaware limited liability company

By: _____

Name: Arun Singh

Title: Chief Financial Officer

CONSENT TO ASSIGNMENT

The undersigned Greenville County, South Carolina hereby consents to, ratifies and approves the within Assignment of Interest of Augusta Grove Passco I Owner, LLC in the Inducement Agreement and agrees to substitute MDH F2 Greenville 301GR, LLC, a Delaware limited liability company, in place of Augusta Grove Passco I Owner, LLC, as party thereby fully releasing Augusta Grove Passco I Owner, LLC from any further liability in connection with the aforesaid transaction.

Greenville County, South Carolina

By: _____
Chair of County Council,
Greenville County, South Carolina

ATTEST:

Clerk to County Council