

This instrument prepared by:
Murphy McMillan
Baker, Donelson, Bearman,
Caldwell & Berkowitz PC
420 20th Street North, Suite 1400
Birmingham, Alabama 35203


20130826000349380 1/11 \$45.00
Shelby Cnty Judge of Probate, AL
08/26/2013 02:50:13 PM FILED/CERT

ASSIGNMENT AND ASSUMPTION OF SUBLEASE

THIS ASSIGNMENT AND ASSUMPTION OF SUBLEASE (this “**Assignment and Assumption**”) was entered into on the 26th day of August, 2013 (the “**Effective Date**”), by and between **TARGET CORPORATION** (the “**Target**”) and **HIGHWAY 11/31 II, LLC** (“**HWY 11/31 II**”).

RECITALS

- A.** Highway 31 Alabaster Two, LLC (“**Highway 31 Alabaster Two**”), as ground lessee, and The Commercial Development Authority of the City of Alabaster, Alabama (the “**Authority**”), as ground lessor, are parties to the Ground Lease and Option Agreement (the “**CDA Ground Lease**”), dated December 1, 2005, originally by and between the Authority and Colonial Realty Limited Partnership, for the lease of real property, including the real property described in **Exhibit A** (the “**Sublease Parcel**”). A memorandum of the CDA Ground Lease was recorded as Instrument Number 20060111000019860 in the Office of the Judge of Probate of Shelby County, Alabama.
- B.** Highway 31 Alabaster Two, as sublessor, and Target, as sublessee, entered into the Sub-Ground Lease and Purchase and Sale Agreement, dated January 13, 2006 (the “**Target Sublease**”), under which Highway 31 Alabaster Two subleased the Sublease Parcel to Target. A memorandum of the Target Sublease was recorded as Instrument 2006113000022880 in the Office of the Judge of Probate of Shelby County, Alabama on January 13, 2006.
- C.** Highway 31 Alabaster Two, as sublessor, assigned its interest in the Target Sublease to Highway 11/31, LLC, as successor sublessor, under the Assignment of Ground Lease and Option Agreement, dated December 14, 2007.
- D.** Target desires to assign its interest in the Target Sublease to HWY 11/31 II in accordance with the terms and conditions of this Assignment and Assumption.

NOW, THEREFORE, in consideration of the premises, the sum of Ten Dollars (\$10.00) paid, and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Grantor and Grantee hereby agree as follows:

1. **Assignment and Assumption:** Target hereby transfers, assigns and sets over unto HWY 11/31 II without covenant or warranty, express or implied, all of Target's rights, title and interest in and to the Target Sublease as of the Effective Date, including but not limited to the purchase rights of the Sublease Parcel in Section 19. HWY 11/31 II, as of the Effective Date, hereby accepts the assignment granted herein, and expressly assumes and agrees to pay and perform and fulfill all of the obligations of Target under the Target Sublease arising on and after the Effective Date, in accordance with the terms of the Target Sublease and this Assignment.
2. **Binding Effect:** This Assignment and Assumption shall be binding upon and inure to the benefit of Target, HWY 11/31 II, and their respective heirs successors and assigns.
3. **Counterparts:** This Assignment may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute but one and the same instrument.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

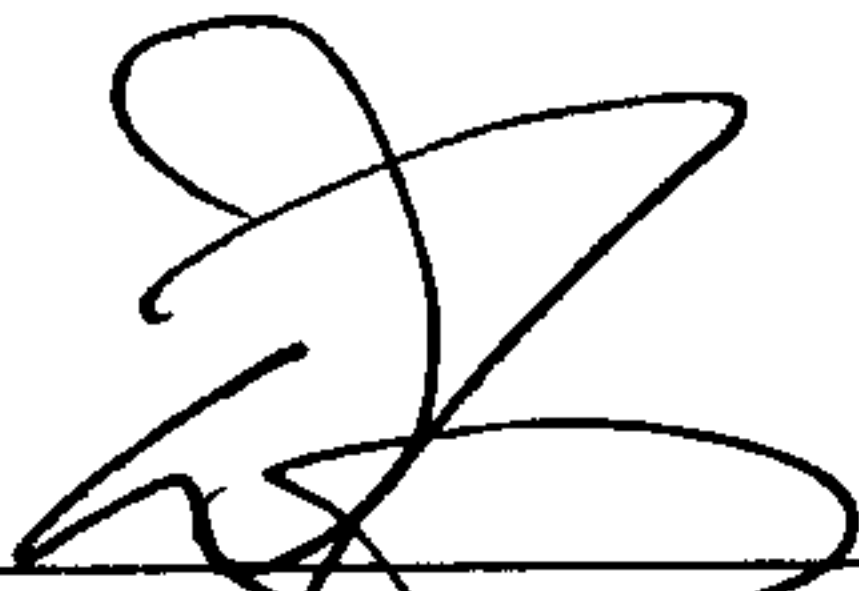


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IN WITNESS WHEREOF, Grantor and Grantee have executed this Grant of Easements on the day and year first shown above.

TARGET:

TARGET CORPORATION
a Minnesota corporation

By: 
Its: **David Marquis**
Senior Director Real Estate
Target Corporation

HWY 11/31 II:

HIGHWAY 11/31 II, LLC
a Delaware limited liability company

By: _____
William A. Leitner III
Its: _____


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IN WITNESS WHEREOF, Grantor and Grantee have executed this Grant of Easements on the day and year first shown above.

TARGET:

TARGET CORPORATION
a Minnesota corporation

By: _____

Its: _____

HWY 11/31 II:

HIGHWAY 11/31 II, LLC
a Delaware limited liability company

By: _____

William A. Leitner III

Its: MAN A J

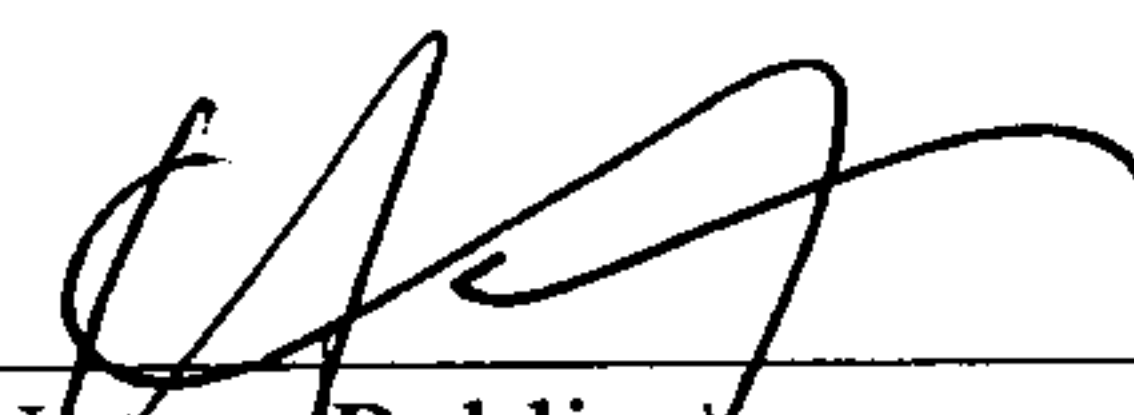

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STATE OF Minnesota)

Hennepin COUNTY)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that David Marquis, whose name as Senior Director Real Estate of **Target Corporation**, a Minnesota corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of this instrument, he/she, in his/her capacity as such Senior Director Real Estate and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

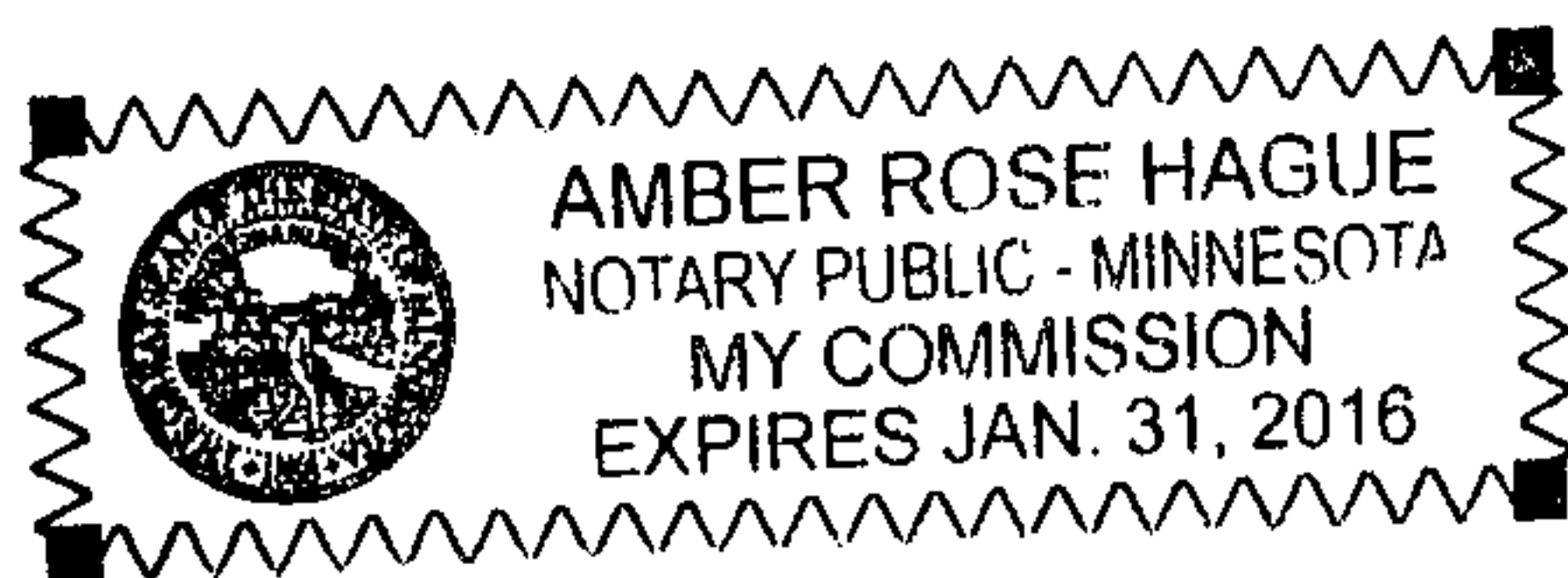
Given under my hand this the 22nd day of August, 2013.



Notary Public

[NOTARIAL SEAL]

My Commission Expires: January 31, 2016



STATE OF ALABAMA)

_____ COUNTY)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that **William A. Leitner III**, whose name as _____ of **Highway 11/31 II, LLC**, a Delaware limited liability company, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of this instrument, he, in his capacity as such _____ and with full authority, executed the same voluntarily for and as the act of said limited liability company on the day the same bears date.

Given under my hand this the _____ day of _____, _____.

Notary Public

[NOTARIAL SEAL]

My Commission Expires: _____



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STATE OF _____)

_____ COUNTY)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that _____, whose name as _____ of **Target Corporation**, a Minnesota corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of this instrument, he/she, in his/her capacity as such _____ and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

Given under my hand this the _____ day of _____, _____.

Notary Public

[NOTARIAL SEAL]

My Commission Expires: _____

STATE OF ALABAMA)

Telford COUNTY)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that **William A. Leitner III**, whose name as Manager of **Highway 11/31 II, LLC**, a Delaware limited liability company, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of this instrument, he, in his capacity as such Manager and with full authority, executed the same voluntarily for and as the act of said limited liability company on the day the same bears date.

Given under my hand this the 20 day of August, 2013

Notary Public

[NOTARIAL SEAL]

My Commission Expires: 6-23-15


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JOINDER AND RELEASE

Each of **The Commercial Development Authority of the City of Alabaster, Alabama**, as the fee owner of the Sublease Parcel, and **Highway 11/31, LLC**, as the ground lessee of the Sublease Parcel join in the execution of this Assignment solely for purposes of acknowledging their consent to the assignment stated herein and to acknowledge their release of Target from all obligations arising under the Target Sublease on and after the Effective Date.

**THE COMMERCIAL DEVELOPMENT
AUTHORITY OF THE CITY OF
ALABASTER, ALABAMA**
an Alabama Corporation

By: Cam Ward
Cam Ward
Its: Attorney

HIGHWAY 11/31, LLC
an Alabama limited liability company

By: _____
William A. Leitner III
Its: _____


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JOINDER AND RELEASE

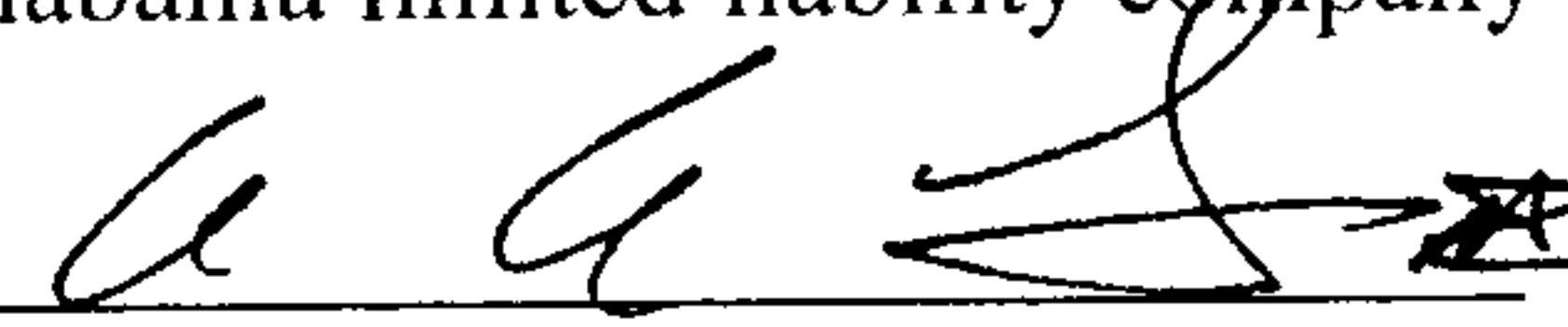
Each of **The Commercial Development Authority of the City of Alabaster, Alabama**, as the fee owner of the Sublease Parcel, and **Highway 11/31, LLC**, as the ground lessee of the Sublease Parcel join in the execution of this Assignment solely for purposes of acknowledging their consent to the assignment stated herein and to acknowledge their release of Target from all obligations arising under the Target Sublease on and after the Effective Date.

**THE COMMERCIAL DEVELOPMENT
AUTHORITY OF THE CITY OF
ALABASTER, ALABAMA**
an Alabama _____

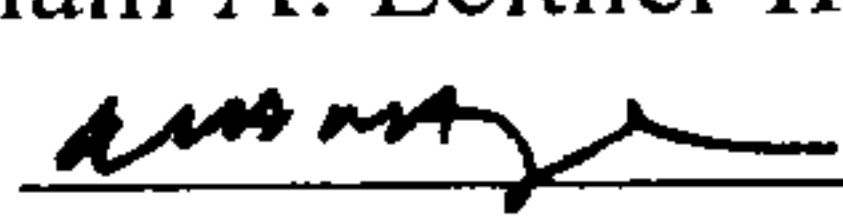
By: _____

Its: _____

HIGHWAY 11/31, LLC
an Alabama limited liability company

By: 

William A. Leitner III

Its: 



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STATE OF Alabama
Shelby COUNTY)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that Cam Ward, whose name as Attorney of **The Commercial Development Authority of the City of Alabaster, Alabama**, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of this instrument, he/she, in his/her capacity as such Attorney and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

Given under my hand this the 21 day of August, 2013.

Michelle D. Edwards
Notary Public

[NOTARIAL SEAL]

My Commission Expires: My Commission Expires Dec. 19, 2015

STATE OF ALABAMA)
_____ COUNTY)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that **William A. Leitner III**, whose name as _____ of **Highway 11/31, LLC**, an Alabama limited liability company, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of this instrument, he, in his capacity as such _____ and with full authority, executed the same voluntarily for and as the act of said limited liability company on the day the same bears date.

Given under my hand this the _____ day of _____, _____.

Notary Public

[NOTARIAL SEAL]

My Commission Expires: _____



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STATE OF _____)

_____ COUNTY)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that _____, whose name as _____ of **The Commercial Development Authority of the City of Alabaster, Alabama**, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of this instrument, he/she, in his/her capacity as such _____ and with full authority, executed the same voluntarily for and as the act of said corporation on the day the same bears date.

Given under my hand this the _____ day of _____, _____.

Notary Public

[NOTARIAL SEAL]

My Commission Expires: _____

STATE OF ALABAMA)

DeFusion COUNTY)

I, the undersigned authority, a Notary Public in and for said County, in said State, hereby certify that **William A. Leitner III**, whose name as Manager of **Highway 11/31, LLC**, an Alabama limited liability company, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of this instrument, he, in his capacity as such Manager and with full authority, executed the same voluntarily for and as the act of said limited liability company on the day the same bears date.

Given under my hand this the 20 day of August, 2013

[Signature]
Notary Public

[NOTARIAL SEAL]

My Commission Expires: 6-23-15



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EXHIBIT A
LEGAL SUBLEASE PARCEL

Lot 15-A, according to the Survey of Colonial Promenade Alabaster South No. 2, recorded in Map Book 43, Page 104, in the Probate Office of Shelby County, Alabama.



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