



**ASSIGNMENT AND ASSUMPTION AGREEMENT
REGARDING
PURCHASE AND SALE AGREEMENT DATED AUGUST 6, 2021
BETWEEN
FILER HOLDINGS LLC
AND
CITY OF YAKIMA**

This ASSIGNMENT AND ASSUMPTION AGREEMENT is entered into as of the _____ day of December, 2021 (this "Agreement") by and between Filer Holdings, LLC, a Washington limited liability company, and Yakima Executive Building, LLC, a Washington limited liability company. This Agreement is approved by the City of Yakima, a municipal corporation, the Buyer in the original Purchase and Sale Agreement ("P&S").

WHEREAS, Filer Holdings, LLC entered into the P&S with the City of Yakima on August 6, 2021, to which this Agreement pertains and will become part of the P&S documents; and

WHEREAS, Yakima Executive Building, LLC is the title holder of the subject property of the P&S, which was realized by the City of Yakima once the title report was provided by Filer Holdings, LLC; and

WHEREAS, Filer Holdings, LLC holds an interest in Yakima Executive Building, LLC, and

WHEREAS, Filer Holdings, LLC desires to assign all of its rights, interests, liabilities, and obligations under the P&S to Yakima Executive Building, LLC, and Yakima Executive Building, LLC desires to assume all such rights, interests, liabilities and obligations under the P&S; and

WHEREAS, the City of Yakima as buyer of the property listed in the P&S consents to the assignment of the P&S to Yakima Executive Building, LLC;

NOW, THEREOFRE, in consideration of the foregoing recitals and the mutual agreements and covenants herein contained, the parties hereto agree as follows:

1. Filer Holdings, LLC hereby assigns and conveys to Yakima Executive Building, LLC for the benefit of Yakima Executive Building, LLC, its successors and assigns, all of Filer Holdings, LLC's right, title and interest in, to and under the Purchase and Sale Agreement and its amendments/addendums entered into between Filer Holdings, LLC and the City of Yakima, to which this Assignment and Assumption Agreement is appended as an addendum, together with all rights, privileges and benefits appertaining thereto.
2. Yakima Executive Building, LLC, hereby accepts the assignment and conveyance of the right, title and interest in, to and under the Purchase and Sale Agreement and its amendments/addendums by Filer Holdings, LLC, pursuant to paragraph 1 above, and does hereby assume, and undertake and agree to hereafter pay, perform and discharge in accordance with their terms all of the liabilities, obligations and commitments of Filer Holdings, LLC relating to the rights in paragraph 1 above, and all of the rights, liabilities, obligations and commitments of Filer Holdings, LLC outlined in the Purchase and Sale Agreement and its amendments/addendums, as if Yakima Executive Building, LLC were the signor to the Purchase and Sale Agreement and each of its amendments/addendums.
3. The City of Yakima hereby approves the assignment of right, title, interest, liabilities, obligations and commitments from Filer Holdings, LLC to Yakima Executive Building, LLC with regards to the Purchase and Sale Agreement and its amendments/addendums.
4. This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns. Nothing in this Agreement, express or implied, shall confer on any person or entity other than the parties hereto, and their respective and permitted assigns, any rights, remedies, obligations, or liabilities under or by reason of this Agreement, including any third party beneficiary rights.
5. This Agreement shall become an Amendment/Addendum to the Purchase and Sale Agreement dated August 6, 2021.

ALL OTHER TERMS AND CONDITIONS of the Purchase and Sale Agreement and its amendments remain unchanged.

FILER HOLDINGS, LLC

YAKIMA EXECUTIVE BUILDING, LLC

BY: (Print Name) _____
ITS: (Title) _____

BY: (Print Name) _____
ITS: (Title) _____

DATED: _____

DATED: _____

CITY OF YAKIMA

BY: ROBERT HARRISON
ITS: CITY MANAGER

DATED: _____