

**ASSIGNMENT AND ASSUMPTION OF  
AGREEMENT TO PURCHASE REAL ESTATE**

THIS ASSIGNMENT AND ASSUMPTION OF AGREEMENT TO PURCHASE REAL ESTATE CONTRACT (this "Assignment") is made and entered into as of October 22, 2024 (the "Effective Date"), by and between J.D. SARI ("Assignor"), and 82 CANAL STREET LOFTS, LLC, a South Carolina limited liability company ("Assignee").

RECITALS:

WHEREAS, Assignor has entered into that certain Agreement To Purchase Real Estate, dated as of July 25, 2024 (the "Agreement"), pursuant to which Assignor has agreed to purchase that approximate 8.28+/- acre parcel of real property located at 82 Canal Street in Graniteville, Aiken County, South Carolina (the "Property"), from HORSE CREEK TRUST ("Seller"), and

WHEREAS, Assignor desires to assign its rights to acquire the Property to Assignee, and the Assignee desire to accept said assignment as more particularly set forth herein; and

WHEREAS, pursuant to Agreement, Assignor may freely assign the Agreement to any special purpose entity formed by Assignor.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby covenant and agree as follows:

1. Assignment. Effective as of the Effective Date, Assignor hereby assigns, transfers, conveys and sets over to Assignee all of Assignor's right, title and interest in and to the Agreement.
2. Acceptance. Assignee hereby accepts this Assignment and agrees to assume, keep, perform and fulfill all liabilities and obligations of Assignor, including, without limitation any and all liabilities and obligations accruing prior to the Effective Date.
3. Binding Affect. This Assignment shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned have executed and delivered this Assignment as of the Effective Date.

**Assignor:**

Jim Sari  
J.D. SARI

**Assignee:**

82 CANAL STREET LOFTS, LLC,  
a South Carolina limited liability company

By Its Manager:

82 CANAL STREET LOFTS MANAGER LLC,  
a South Carolina limited liability company

By: Jim Sari  
J.D. Sari, Member