

ASSIGNMENT AND ASSUMPTION OF PURCHASE AND SALE AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION OF PURCHASE AND SALE AGREEMENT ("**Assignment**") is dated for reference purposes June 17, 2020, by and between Supreme Investments, LLC, a New Mexico limited liability company ("**Assignor**"), and Learning Lab Development PER, LLC, a New Mexico limited liability company ("**Assignee**").

WHEREAS, Novus Properties, LLC ("**Seller**") and Assignor or Assignor's assigns, have entered into that certain Purchase and Sale Agreement and Deposit Receipt dated December 3, 2018, as amended by that certain First Amendment to Purchase and Sale Agreement dated April 1, 2019, by that certain Second Amendment to Purchase and Sale Agreement dated April 1, 2019, by that certain Third Amendment to Purchase and Sale Agreement dated January 17, 2020, by that certain Fourth Amendment to Purchase and Sale Agreement dated March 25, 2020, and by that Fifth Amendment to Purchase and Sale Agreement dated June 2, 2020 (as amended, the "**Agreement**"), covering certain property more particularly described in the Agreement (the "**Property**"); and

WHEREAS, pursuant to the Agreement, Assignor has the right to assign the Agreement and all of its obligations under the Agreement to Assignee; and

WHEREAS, Assignor wishes to assign the Agreement to Assignee, and Assignee wishes to assume the obligations of Assignor under the Agreement;

NOW THEREFORE, FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee, and Assignee hereby assumes all obligations and liabilities of Assignor under, the Agreement.

This Assignment may be signed in multiple counterparts, which together shall constitute one and the same instrument. Electronic copies of signatures shall constitute original signatures.

EFFECTIVE as of the date set forth above.

ASSIGNOR:

SUPREME INVESTMENTS, LLC
a New Mexico limited liability company

By: _____

Simon T. Haynes, Manager

ASSIGNEE:

LEARNING LAB DEVELOPMENT PER, LLC
a New Mexico limited liability company

By: _____

Simon T. Haynes, Manager