

**ASSIGNMENT OF LEASE, CONSENT TO ASSIGNMENT OF LOAN AGREEMENT,
AND ASSIGNMENT OF LOAN OBLIGATIONS**

This Assignment of Lease and Consent to Assignment of Loan Agreements (“Assignments”) is entered effective as of this _____ day of December, 2020 by the City of Manitowoc, a Wisconsin municipal corporation (the “City”), **Lake Michigan Trans-Lake Shortcut, Inc.**, a Michigan Domestic Profit Corporation located at 701 Maritime Drive, Ludington, MI, 49431 (“Trans-Lake”) and **Lake Michigan Carferry, Inc.**, a Delaware Corporation located at 7300 Engle Rd, Middleburg Heights, OH 44130 (“Carferry”).

RECITALS

A. The City and Trans-lake entered into a Lease dated April 19, 2012 (the “Lease”) relating to certain real property located in Manitowoc, Wisconsin, as legally described in the Lease located at 900 South Lakeview Drive, Manitowoc, WI 54220 (the “Leased Premises”).

B. Section 11 of the Lease requires that Trans-Lake obtain the written consent of City before assigning the lease unless the assets of Trans-Lake are being acquired.

C. Trans-Lake has entered into a Purchase Agreement with Carferry to sell to Carferry certain real property located in Ludington, Michigan and the S.S. Badger ship (the “Transaction”) which Transaction contemplates a closing on or before December 31, 2020 (the “Effective Date”).

D. In order to effectuate the Transaction, Trans-Lake and Carferry desire to assign the Lease to Carferry.

E. City also assisted Trans-Lake with obtaining funds to complete work at the Leased Premises in 2018. These funds were obtained through a loan the City took from the Wisconsin State Infrastructure Bank, and in December 2019 the City entered into a loan agreement with Trans-Lake (“SWIB Loan”).

F. Trans-Lake and Carferry wish to assign Trans-Lake’s obligations under the SWIB Loan to Carferry.

G. Trans-Lake and City are in the process of executing a loan agreement for \$90,000 as part of a Wisconsin Harbor Assistance Program Grant (to repay the 20% local matching share that is required (“HAP Grant Loan”). That agreement will be executed in December 2020, and requires continued operation of the carferry for five years in order to obtain loan forgiveness.

H. Trans-Lake and Carferry wish to assign Trans-Lake’s obligations under the HAP Grant Loan to Carferry.

I. City wishes to ensure continued operation of the S.S. Badger carferry, which is currently owned by Trans-Lake, and is willing to consent to assignments of the Lease, SWIB

Loan, and HAP Grant Loan by Trans-Lake to Carferry in order to allow completion of the Transaction and continued operations of the S.S. Badger.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the City, Trans-Lake, and Carferry (collectively the "Parties") agree as follows:

1. Assignment of Lease. Trans-Lake assigns and transfers to Carferry all of its rights, title and interest in and to the Lease as of the Effective Date. Carferry accepts such assignment as of the Effective Date. The City acknowledges and consents to the assignment of the Lease from Trans-Lake to Carferry. Carferry agrees to perform the obligations of Trans-Lake as the Lessor under the Lease arising on and after the Effective Date; however, Carferry shall not be liable for Trans-Lake's obligations as Lessor under the Lease which existed prior to the Effective Date.

2. Estoppel and Release. The City represents, warrants and covenants to Trans-Lake and Carferry as follows: (a) Trans-Lake is the current tenant under the Lease; (b) The Lease has not been modified, changed, altered or amended and is the entire agreement between the City and Trans-Lake affecting the Leased Premises; (c) Carferry and the City are not in default of the Lease, the Lease is in full force and effect, and as of the date of this Agreement, there is no controversy regarding the Lease

3. Assignment of SWIB Loan. Trans-Lake assigns and transfers to Carferry all of its rights, obligations, and duties under the SWIB Loan. Carferry accepts such assignment as of the Effective Date. The City acknowledges and consents to the assignment of the SWIB Loan from Trans-Lake to Carferry.

4. Assignment of HAP Grant Loan. Trans-Lake assigns and transfers to Carferry all of its rights, obligations, and duties under the HAP Grant Loan. Carferry accepts such assignment as of the Effective Date. The City acknowledges and consents to the assignment of the HAP Grant Loan from Trans-Lake to Carferry.

5. Successors and Assigns. This Agreement shall be binding upon and inure to the benefit of the Parties and their respective successors and assigns.

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the day and year first above written, and warrant that they have authority to execute this agreement.

[signature pages to follow for each Party]

CITY OF MANITOWOC

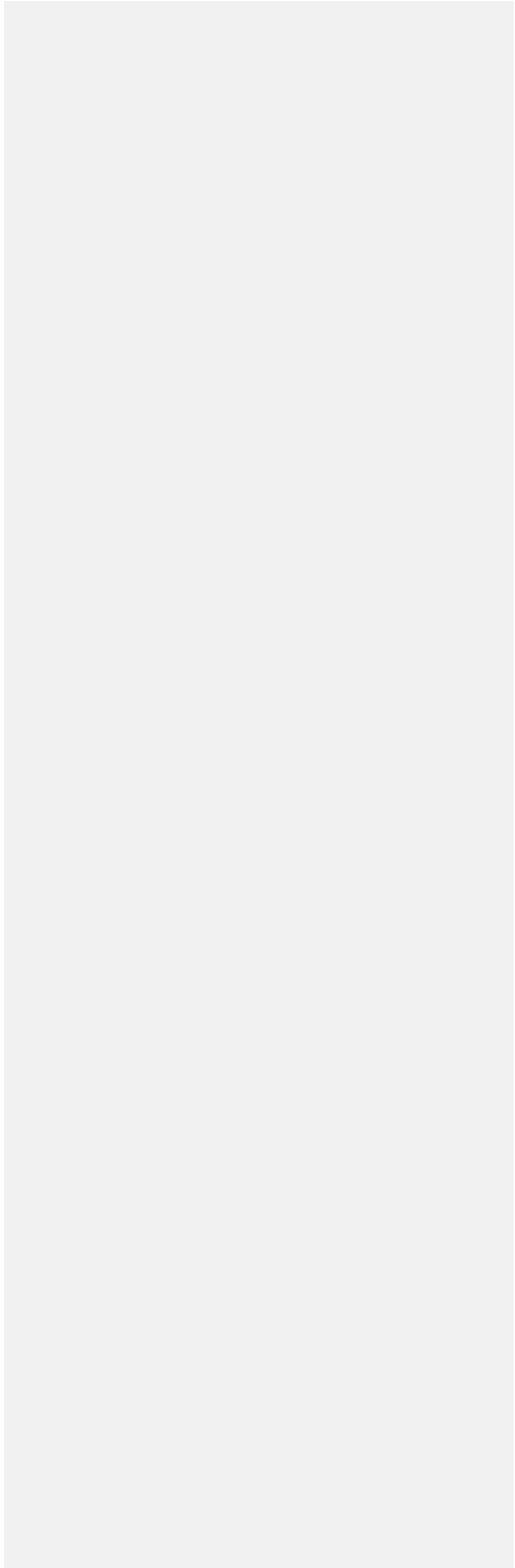
By: _____
Justin M. Nickels, Mayor

By: _____
Deborah Neuser, Clerk

STATE OF WISCONSIN)ss.
MANITOWOC COUNTY

Personally came before me this ____ day of December, 2020, the above named Justin M. Nickels and Deborah Neuser, known to me as Mayor and City Clerk, and acknowledged that they executed the foregoing instrument as such Officers of said City, by its authority.

Notary Public
Manitowoc County, Wisconsin
My commission (expires)(is): _____



LAKE MICHIGAN TRANS-LAKE SHORTCUT, INC.

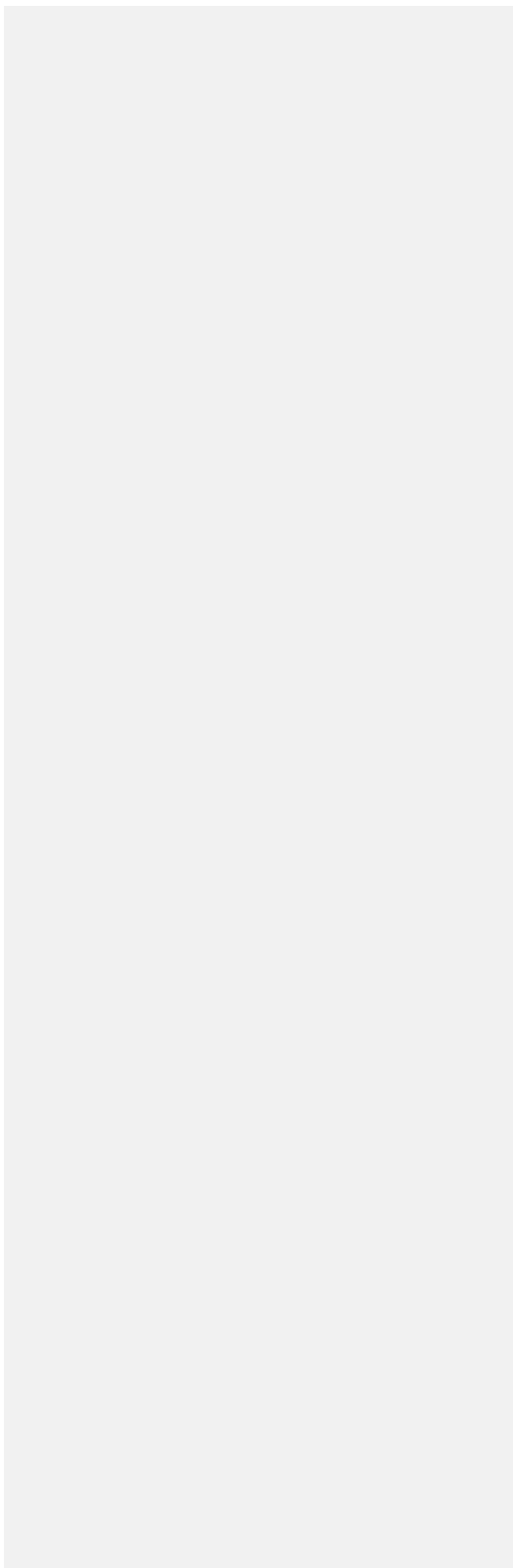
By _____
Patrick McCarthy, Vice-President of Shore Operations

STATE OF _____)ss.
_____ COUNTY

Personally came before me this ____ day of December, 2020, the above named Patrick McCarthy, to me known who executed the foregoing instrument and to me known to be the Vice President of Shore Operations for Lake Michigan Trans-Lake Shortcut, Inc., and acknowledged that they executed the foregoing instrument as such officer of said corporation, by its authority.

Notary Public

My commission (expires)(is): _____



LAKE MICHIGAN TRANS-LAKE SHORTCUT, INC.

By _____
???

Commented [KM1]: Need from Carferry

STATE OF _____)ss.
_____ COUNTY

Personally came before me this ____ day of December, 2020, the above named ???, to me known who executed the foregoing instrument and to me known to be the ??? for Lake Michigan Carferry, Inc., and acknowledged that they executed the foregoing instrument as such officer of said corporation, by its authority.

Commented [KM2]: need

Commented [KM3]: what officer(s)

Notary Public

My commission (expires)(is): _____