

ASSIGNMENT AND CONSENT AGREEMENT

RECITALS

WHEREAS, the City of Leesburg and AECOM USA, Inc. executed that certain agreement for Professional Services dated October 27, 2008; (the "Contract"); and

WHEREAS, AECOM USA, Inc., a New York corporation, ("Assignor") wishes to assign the Contract to its parent company, AECOM Technical Services, Inc., a California corporation, ("Assignee"), Tax Identification Number 95-2661922; and

WHEREAS, the City of Leesburg consents to the assignment of the Contract.

NOW, THEREFORE, for and in consideration of the mutual covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

ASSIGNMENT

Assignor hereby assigns, transfers and conveys all of its rights, obligations, title, interest and liabilities in and to the Contract to Assignee. Assignee hereby accepts such assignment and assumes all of Assignor's rights, obligations, title, and liabilities in and to the Contract, whether such rights, obligations, title, interest or liabilities arose before or after the date of this Agreement.

CONSENT TO ASSIGNMENT

The City of Leesburg hereby consents to the assignment of the Contract from Assignor to Assignee and agrees to look solely to Assignee for the continued performance of the Contract.

Executed this _____ day of _____, 2011.

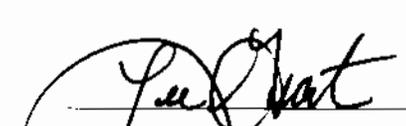
ASSIGNOR

ASSIGNEE

AECOM USA, INC.

AECOM TECHNICAL SERVICES, INC.

By: 

By: 

Name: Lennart J. Lindahl

Name: Lee Grant, P.E.

Title: District Vice President

Title: District Vice President

CITY OF LEESBURG

By: _____

Name: _____

Title: _____