

1 **ASSIGNMENT CONSENT AGREEMENT**

2 **FOR AGREEMENT NO. 28025**

3 **28025**

4 THIS ASSIGNMENT CONSENT AGREEMENT is made and entered, in
5 triplicate, pursuant to a minute order adopted by the City Council of the City of Long
6 Beach at its meeting of November 21, 2006.

7 **PARTIES.** This Assignment Consent Agreement is entered into by and between
8 **Condor Earth Technologies, Inc.**, ("Assignor") and **Pinnacle Technologies, Inc.**,
9 ("Assignee") and the **City of Long Beach, California**, a municipal corporation ("City").

10 **RECITALS.** This Assignment Consent Agreement is made with reference to the
11 following facts and objectives:

12 A. On November 18, 2002 the City, and Assignor entered into a contract
13 for specialized leveling survey design services (Agreement 28025).

14 B. On November 6, 2003, Agreement 28025 was amended for an
15 additional year of survey support for biannual mobile GPS surveys.

16 C. On August 11, 2004, Agreement 28025 was amended to provide for
17 the design and installation of the two additional fixed global positioning stations, for
18 support and maintenance of the fixed stations monitoring system, and for semi-annual
19 mobile GPS surveys.

20 D. Assignor desires to assign all of its rights, title and interest in said
21 Agreement No. 28025.

22 E. City is willing to consent to the assignment on the terms and conditions
23 of the Consent to Assignment set forth herein to which both Assignor and Assignee
24 agree.

25 **NOW THEREFORE**, the parties hereto agree as follows:

26 1. **ASSIGNMENT.** For good and valuable consideration, receipt of which is
27 hereby acknowledged, Assignor hereby assigns and transfers to Assignee, effective
28 March 5, 2007 all rights, title and interest in Agreement No. 28025,

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1 which Agreement No. 28025 and all amendments thereto are incorporated herein by
2 reference as though set forth herein.

3 2. Neither this Assignment nor City's consent thereto shall relieve Assignor from
4 any liabilities arising from or attributable to the activities by Assignor, its predecessors,
5 affiliates, wholly or partially owned entities, parents and assigns prior to the effective
6 date of this Assignment, notwithstanding anything to the contrary in any agreements
7 between Assignor and Assignee.

8 3. Assignee accepts all of the rights, title, interest and obligations in and to
9 Agreement No. 28025 and agrees and covenants to incur and be responsible for all of
10 the duties and obligations of Assignor thereunder, notwithstanding anything to the
11 contrary in any other agreements between Assignor and Assignee.

12 4. This Assignment shall be binding upon and shall inure to the benefit of the
13 parties and their successors and assigns; however, nothing in this consent shall be
14 interpreted to waive City's right to object to any future transfer or sale of any rights or
15 obligations in this Agreement.

16 5. This Assignment shall be governed by the laws of the State of California.

17 6. This Assignment shall be effective upon execution by City.

18 7. This Assignment may be executed in any number of counterparts, and each
19 executed counterpart shall have the same force and effect as an original instrument
20 and shall be construed as if all the parties to the aggregate counterparts had signed the
21 same instrument.

22 **IN WITNESS WHEREOF**, the parties have caused this Agreement to be
23 executed on the dates set forth opposite their signatures.

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Date: 02.02.07

Date: 2/2/07

Date: 2/8/07

Date: _____

CONDOR EARTH TECHNOLOGIES, INC.

By: [Signature]

Title: President

By: [Signature]

Title: Secretary

"ASSIGNOR"

PINNACLE TECHNOLOGIES, INC.

By: [Signature]

Title: CFO i, VP

By: _____

Title: _____

"ASSIGNEE"

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CONSENT TO ASSIGNMENT OF AGREEMENT NO. 28025

Condor Earth Technologies, Inc., ("Assignor") and Pinnacle Technologies, Inc., ("Assignee") executed that certain Assignment Consent Agreement, effective March 5, 2007 whereby Assignor assigned all of its rights, title and interest in and to Agreement No. 28025 with the City.

City hereby consents to said Assignment by Assignor to Assignee, subject to the conditions contained therein. This consent is made further to a minute order of the City Council of the City of Long Beach dated November 21, 2006.

CITY OF LONG BEACH, a municipal corporation

Date: 3.5.07

By: 
City Manager

The foregoing Assignment Consent Agreement is hereby approved as to form this 13th day of February, 2007.

ROBERT E. SHANNON, City Attorney

By: 
Principal Deputy