

ASSIGNMENT OF CONTRACT

WHEREAS, CSS USA, Inc., a Michigan corporation authorized to transact business in the State of Florida, ("Assignor"), and U.S. Security Associates, Inc., a Delaware corporation authorized to transact business in the State of Florida, ("Assignee"), have entered into an Asset Purchase Agreement whereby the Assignee has purchased certain assets of the Assignor; and

WHEREAS, the City of Fort Lauderdale, a Florida municipality, ("City"), entered into a contract for Security Guard Services - Executive Airport, with Assignor for the period February 21, 2009, through February 20, 2012, (the "Contract"),

1. In consideration of the sum of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to the written approval of this Assignment of Contract by the City, Assignor does hereby sell, assign, and transfer to Assignee all of Assignor's rights, duties, and obligations under the Contract.

2. Subject to the written approval of this Assignment of Contract by the City, Assignee accepts the foregoing assignment, and Assignee assumes and agrees to perform all of the Assignor's duties, obligations, and responsibilities under the Contract.

IN WITNESS WHEREOF, Assignor and Assignee, by and through their respective authorized representatives, execute this Assignment of Contract as follows:

Witnesses:

Nicole Geigle
(Signature) *Nicole Geigle*
Print Name:

Leigh M. Jennings
(Signature)
Print Name *Leigh M. Jennings*
(Corporate Seal)

ASSIGNOR:

CSS USA, Inc.
Andrew C. Shaffer
Andrew C. Shaffer
President

Attest:

Andrew Shaffer
(Signature)
Print Name: *ANDREW SHAFFER*
Secretary

STATE OF Michigan
COUNTY OF Kent

The foregoing Assignment of Contract was sworn to, subscribed, and acknowledged before me this 17th day of May, 2011, by Andrew C. Shaffer as president for CSS USA, Inc., a Michigan corporation authorized to transact business in the State of Florida.

Leigh M. Jennings
Signature of Notary Public - State of Michigan

Leigh M. Jennings
Print, Type or Stamp Commission Name of
Notary Public

Personally Known OR Produced Identification _____

Type of Identification Produced _____

Leigh M. Jennings, Notary Public
State of Michigan, County of Kent
My Commission Expires 8/26/2012
Acting in the County of Kent

ASSIGNEE:

U.S. Security Associates, Inc.

Charles R. Schneider
Charles R. Schneider
President

Witnesses:

Vickie M. Laughter
(Signature)
Print Name: Vickie M. Laughter

Diana Rudd
(Signature)
Print Name: Diana Rudd

(Corporate Seal)


Attest:

L. J. Paul Witz
(Signature)
Print Name: L. J. Paul Witz
Secretary

STATE OF GEORGIA
COUNTY OF FULCON

The foregoing Assignment of Agreement was sworn to, subscribed, and acknowledged before me this 13th day of May, 2011, by Charles R. Schneider as president for U.S.

Security Associates, Inc., a Delaware corporation authorized to transact business in the State of Florida.

Sarah Emily Walsh
Signature of Notary Public - State of Georgia
SARAH EMILY WALSH
Print, Type or Stamp Commissioned Name
of Notary Public



Personally Known OR Produced Identification

Type of Identification Produced _____

The City of Fort Lauderdale, a Florida municipality, by and through its undersigned mayor, hereby _____ consents _____ does not consent to the foregoing Assignment of Contract this 23 day of May, 2011.

[Signature]
John P. "Jack" Seiler, Mayor

Jonda K. Joseph
Jonda K. Joseph, City Clerk