

## **ASSIGNMENT OF TAX ABATEMENT AGREEMENT**

This ASSIGNMENT OF TAX ABATEMENT AGREEMENT (this “**Agreement**”) is executed and delivered as of the 27<sup>th</sup> day of November, 2012, by and between **KDC LEGACY NORTH INVESTMENTS I, LP**, a Texas limited partnership (“**Assignor**”), and **COLE OF PLANO (LEGACY) TX, LLC**, a Delaware limited liability company (“**Assignee**”).

1. **Assignment**. For good and valuable consideration, Assignor hereby assigns and transfers to Assignee, and Assignee hereby accepts, all of Assignor’s right, title and interest in and to that certain Tax Abatement Agreement (herein so called), dated December 6, 2010, made and entered into by and among the City of Plano, Texas, a home rule municipal corporation of Collin and Denton Counties, Texas, the County of Collin, Texas, Encana Oil & Gas (USA) Inc., a Delaware corporation, and Assignor. Assignee hereby agrees to be bound by the terms of the Tax Abatement Agreement.

2. **Purchase and Sale Agreement**. The rights, titles and interests conveyed pursuant to this Agreement are subject in all events to the terms, provisions and agreements set forth in **Section 1.04(c)** of that certain Purchase and Sale Agreement, dated October 19, 2012, made and entered into by and between Assignor and Assignee, as successor in interest to Cole CCPT III Acquisitions, LLC, as the same may have been amended, modified and/or further assigned.

3. **Counterparts**. This Agreement may be executed in any number of identical counterparts, all of which shall together constitute a single original. Signatures to this Agreement may be transmitted via facsimile or scanned and emailed, and delivery thereby shall be deemed sufficient for all purposes to the same extent as would be delivery of an original signature.

*[Signatures on following page]*

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed as of the date written above.

**ASSIGNOR:**

**KDC LEGACY NORTH INVESTMENTS I, LP,**  
a Texas limited partnership

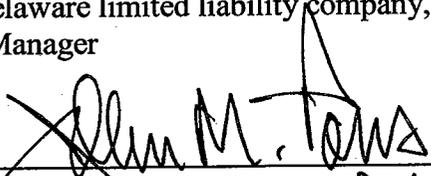
By: KDC Legacy North Investments I, LLC,  
a Texas limited liability company,  
its general partner

By:   
Print: M. SCOTT DZINY  
Its: Vice President

**ASSIGNEE:**

**COLE OF PLANO (LEGACY) TX, LLC,**  
a Delaware limited liability company

By: Cole REIT Advisors III, LLC,  
a Delaware limited liability company,  
its Manager

By:   
Name: JOHN M. PONS  
Title: EMP