

**ASSIGNMENT AND ASSUMPTION OF CLIENT SERVICE AGREEMENT**

**WHEREAS**, The Bowles Group, Inc. dba Workforce, a Texas corporation ("Assignor"), has delivered to The City of Eules, a Texas Municipality ("Assignee"), doing business as Texas Star, the Assignment to Employer Flexible, with its principal place of business 7102 N. Sam Houston Pkwy. W., Suite 200, Houston, TX 77064.

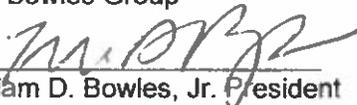
**WHEREAS**, Assignor desires to assign the Agreement and its rights thereunder to Assignee effective November 12, 2014.

**NOW, THEREFORE**, for good and valuable consideration, as determined between Assignee and Assignor in this document, Assignor hereby grants, assigns, transfers and sets over to Assignee all right, title and interest which it has, together with all obligations under the Agreement.

Assignor hereby covenants and warrants to Assignee that Assignor has not executed any prior assignment of the Agreement nor has Assignor performed any acts or executed any other instrument that might prevent Assignee from enforcing any of the terms and conditions of this Assignment, and Assignor has not executed or granted any modifications of the Agreement, either orally or in writing, and that the Agreement is in full force and effect according to the original terms. All covenants and agreements contained on the part of either party shall apply and bind its successors.

**IN WITNESS WHEREOF**, Assignor has executed this instrument on this 15<sup>th</sup> day of October, 2014.

The Bowles Group

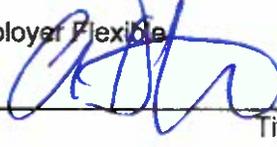
By:   
William D. Bowles, Jr. President

The foregoing instrument was acknowledged by William D. Bowles Jr., President of The Bowles Group, Inc. a Texas Corporation, on behalf of the corporation.

**ASSUMPTION OF AGREEMENT**

The undersigned hereby accepts the foregoing Assignment of Agreement and assumes the obligation described therein.

Employer Flexible

By:   
Title: MANAGER, CO-CEO