



3141 S.W. 10th Street
Pompano Beach, Florida 33069

CONFIDENTIAL

December 12, 2018

City of Margate
City Hall
5970 Margate Blvd.
Margate, FL 33063
Attn: Wylene Sprouse

Re: Notice of and Consent to Assignment to O'Reilly Automotive

Ladies and Gentlemen:

On November 8, 2018, Bennett Auto Supply, Inc. ("Bennett") entered into an agreement with O'Reilly Automotive Stores, Inc. ("O'Reilly"), a wholly owned subsidiary of O'Reilly Automotive, Inc., a publically traded company under the ticker ORLY, pursuant to which O'Reilly will acquire substantially all of Bennett's assets (the "Transaction"). The Transaction is expected to close by the end of 2018, subject to customary closing conditions.

In connection with the Transaction, Bennett is seeking your consent to the transfer of certain agreements as described below. Bennett appreciates and values the relationship it has with your organization and appreciates your understanding and cooperation in this matter.

Effective upon the closing of the Transaction (the "Closing"), Bennett will transfer to O'Reilly all of its rights, obligations and interest arising from and after the Closing in the agreements between you and Bennett that are identified in Exhibit A to this letter, including any referenced or associated general terms and conditions, confirmations, schedules and other documents incorporated therein by reference (collectively, the "Agreements").

Accordingly, Bennett hereby requests that you countersign this letter in the space provided below to confirm your agreement (i) to the transfer by Bennett to O'Reilly of each Agreement effective as of the Closing with O'Reilly having all of the rights, obligations and interest thereunder from and after the Closing, (ii) that notwithstanding any provision of any Agreement, no breach, default or obligation of Bennett, O'Reilly or any of their respective affiliates, or any of your or any of your affiliates' rights, will arise as result of the Transaction or the transfer of the Agreements and (iii) that the Agreements will remain in full force and effect after the Closing.

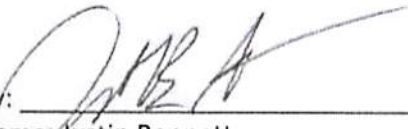
To the extent an Agreement is subject to a governing law and dispute resolution provision, this letter shall be deemed governed by such provision. Transmission of executed copies of this letter by email or other electronic means shall have the same effect as delivery of originals.

Please return a copy of this letter by email to me at jbennett@bennettauto.com. Your prompt response is greatly appreciated.

If you have any questions, please do not hesitate to contact me at (954) 335-8725.

Very truly yours,

Bennett Auto Supply, Inc.

By: 
Name: Justin Bennett
Title: General Counsel

Acknowledged, agreed and consented to:

City of Margate

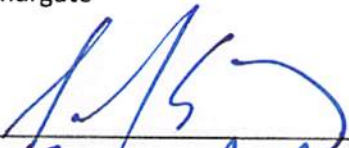
By: 
Name: Samuel A. Almy
Title: City Manager
Date: 1/9/19

Exhibit A

1. RFP 2016-002