CONSENT TO ASSIGNMENT

This Consent to Assignment ("Consent") is granted effective this ___ day of January, 2018, by the City of Lincoln, Nebraska (the "City") with respect to SMG.

WHEREAS, the City and SMG are parties to that certain Second Management Agreement dated as of August 5, 2016 (the "Agreement"), pursuant to which the City engaged SMG to serve as manager of the Facilities as defined in the Agreement.

WHEREAS, the Agreement at Section 33.1 provides that the City may expressly approve an assignment of the Agreement by reason of a "merger, consolidation, sale, transfer of assets, or otherwise" with respect to SMG.

WHEREAS, SMG is a general partnership, whose partners are wholly-owned and controlled by SMG Holdings, Inc.

WHEREAS, the shareholders of SMG Holdings, Inc. have entered into a Merger Agreement whereby SMG Holdings, Inc. will be acquired by an entity controlled by Onex Corporation (TSX: ONEX) (the "Transaction").

WHEREAS, the Transaction, expected to close in January 2018, will not result in any change in the management and operations of SMG, and SMG will remain the manager under the Agreement.

NOW, THEREFORE, in consideration of the recitals set forth above, and for other good and valuable consideration, the parties hereby agree as follows:

1. The City of Lincoln does hereby consent, pursuant to Section 33.1 of the Agreement, to an assignment of the Agreement by reason of a "merger, consolidation, sale, transfer of assets, or otherwise" pursuant to the Transaction.

2. This Consent supplements and amends the Agreement, but only to the extent expressly set forth herein. All other terms, provisions, representations, warranties and covenants of the Agreement are hereby confirmed, ratified and remain in full force and effect.

3. This Consent, to the extent signed and delivered by means of a facsimile machine or electronic mail, shall be treated in all manners and respects as an original agreement and shall be considered to have the same effect as if it were the original executed version thereof delivered in person.
IN WITNESS THEREOF, this Consent to Assignment has duly been executed by the City of Lincoln, Nebraska on the date first written above.

CITY OF LINCOLN, NEBRASKA

By: ____________________________
Name: __________________________
Title: __________________________

ATTEST:

By: ____________________________
Name: __________________________
Title: __________________________

SMG

By: ____________________________
Name: John F. Burns
Title: Chief Financial Officer