

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM433388

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bank of America, N.A., as collateral agent		06/30/2017	National Banking Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	Florida East Coast Railway Corp.		
Street Address:	7411 Fullerton Street, Suite 300		
City:	Jacksonville		
State/Country:	FLORIDA		
Postal Code:	32256		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4367910	FEC	
Serial Number:	85787815	FLORIDA EAST COAST RAILWAY	
CORRESPONDENCE DATA			
Fax Number:	8004947512		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	202-370-4750		
Email:	ipteam@cogencyglobal.com		
Correspondent Name:	Joanna McCall		
Address Line 1:	1025 Vermont Ave NW, Suite 1130		
Address Line 2:	COGENCY GLOBAL INC.		
Address Line 4:	Washington, D.C. 20005		
ATTORNEY DOCKET NUMBER:	F171118 CSM		
NAME OF SUBMITTER:	Nora Sullivan		
SIGNATURE:	/Nora Sullivan/		
DATE SIGNED:	06/30/2017		
Total Attachments: 4			
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**TERMINATION AND RELEASE OF
TRADEMARK SECURITY INTEREST**

THIS TERMINATION AND RELEASE OF TRADEMARK SECURITY INTEREST dated as of June 30, 2017 (this "Release"), is made by Bank of America, N.A., as collateral agent (in such capacity, the "Collateral Agent") acting for the benefit of the Secured Parties (as defined in the Security Agreement).

A. Reference is made to (i) the Credit Agreement, dated as of June 30, 2014, among Florida East Coast Holdings Corp., a Florida corporation ("Holdings"), Florida East Coast Railway Corp., a Delaware corporation ("FECR Corp"), Florida East Coast Railway, L.L.C., a Florida limited liability company, and FEC Highway Services, L.L.C., a Florida limited liability company (collectively, the "Borrowers"), the lenders party thereto from time to time, and Bank of America, N.A., as administrative agent, collateral agent for the lenders and letter of credit issuer (the "Collateral Agent") (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), (ii) the Security Agreement, dated as of June 30, 2014, among the Borrowers, each of the Subsidiary Grantors (as defined in the Security Agreement and, together with the Borrowers, the "Grantors") and the Collateral Agent (as amended, supplemented or otherwise modified from time to time, the "Security Agreement") and (iii) the Trademark Security Agreement, dated as of June 30, 2014 (the "Trademark Security Agreement"), between FECR Corp and the Collateral Agent. Capitalized terms used but not defined herein have the meanings assigned to such terms in the Trademark Security Agreement.

B. Pursuant to the Credit Agreement, the Security Agreement and the Trademark Security Agreement, each Grantor pledged and granted to the Collateral Agent, for the benefit of the Secured Parties, a lien on and security interest in and to all its right, title and interest in, to and under all of its U.S. Trademarks and all proceeds thereof, including those set forth on Schedule I hereto (the "Released Trademarks"), which security interest was recorded with the United States Patent & Trademark Office as of June 30, 2014, at Reel/Frame 5312/0149.

C. As a consequence of the payment in full of the Obligations and the termination of the Credit Agreement, the Security Agreement and the Trademark Security Agreement, the Grantors have requested the Collateral Agent release all right, title and interest of the Collateral Agent, the Secured Parties and each other grantee or beneficiary in and to the U.S. Trademarks granted under the Credit Agreement, the Security Agreement and the Trademark Security Agreement.

Accordingly, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent hereby terminates, releases and discharges all right, title and interest (including, without limitation, security interests) of the Collateral Agent in and to the U.S. Trademarks, including the Released Trademarks.

The Collateral Agent agrees to perform all further acts and execute and deliver, at the Borrowers' expense, all further documents and/or instruments that may be necessary to carry out the provisions of this Release. Any execution and delivery of documents or instruments, including this Release, shall be without recourse to, or representation or warranty by, the Collateral Agent.

Delivery of an executed page to this Release by facsimile transmission or other customary means of electronic transmission (e.g., "pdf") shall be effective as delivery of a manually signed Release.

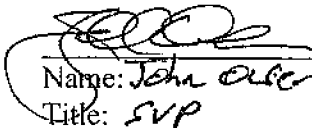
THIS RELEASE SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK AND SHALL BE BINDING UPON THE COLLATERAL AGENT'S REPRESENTATIVES, SUCCESSORS, ASSIGNS AND TRANSFEREES.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Collateral Agent has duly executed this Release as of the day and year first written above.

BANK OF AMERICA, N.A., as Collateral Agent,

by


Name: John Olsen
Title: SVP

[Signature Page to Bank of America Trademark Release]


[[3659082]]

TRADEMARK
REEL: 006096 FRAME: 0273

Schedule I

UNITED STATES TRADEMARKS:

Registrations:

<u>OWNER</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>	<u>TRADEMARK</u>
Florida East Coast Railway Corp.	4,367,910	7/16/2013	

Applications:

<u>OWNER</u>	<u>APPLICATION NUMBER</u>	<u>APPLICATION DATE</u>	<u>TRADEMARK</u>
Florida East Coast Railway Corp.	85,787,815	11/27/2012	FLORIDA EAST COAST RAILWAY

OTHER TRADEMARKS:

Registrations:

<u>OWNER</u>	<u>REGISTRATION NUMBER</u>	<u>COUNTRY/ STATE</u>	<u>TRADEMARK</u>
Florida East Coast Railway Corp.	909427	Florida	FEC

Applications:

None.