

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM450815

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
AAF Holdings LLC		11/13/2017	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	All Aboard Florida - Operations LLC		
<b>Street Address:</b>	2855 Le Jeune Road		
<b>Internal Address:</b>	4th Floor		
<b>City:</b>	Coral Gables		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	33134		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86197939	BRIGHTLINE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3126165700		
<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>			
<b>Phone:</b>	312-616-5600		
<b>Email:</b>	esosnicki@leydig.com		
<b>Correspondent Name:</b>	Mark J. Liss		
<b>Address Line 1:</b>	Two Prudential Plaza, 180 N. Stetson Ave		
<b>Address Line 2:</b>	Suite 4900		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60601		
<b>ATTORNEY DOCKET NUMBER:</b>	280515		
<b>NAME OF SUBMITTER:</b>	Mark J. Liss		
<b>SIGNATURE:</b>	/Mark J. Liss/		
<b>DATE SIGNED:</b>	11/14/2017		
<b>Total Attachments: 4</b>			
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ASSIGNMENT OF TRADEMARK

WHEREAS, AAF Holdings LLC (hereinafter "Assignor"), a Delaware Limited Liability Company, having its principal place of business at 2855 Le Juene Road, 4<sup>th</sup> Floor, Coral Gables, Florida 33134 United States, has adopted, used and is the owner of United States Trademark Application Number 86/197,939 for the mark BRIGHTLINE, filed on February 19, 2014 (hereinafter, the "Mark");

WHEREAS, All Aboard Florida -- Operations LLC (hereinafter "Assignee"), a Delaware Limited Liability Company, having its principal place of business at 2855 Le Juene Road, 4<sup>th</sup> Floor, Coral Gables, Florida 33134 United States is desirous of acquiring the Mark;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee, and its successors in interest, all right, title, and interest in and to the Mark, together with the goodwill of the business symbolized by the Mark and any applications and registrations therefor, and including all common-law and other rights in the Mark, all claims, demands and causes of action, both at law and in equity, that Assignor may have, or may hereinafter acquire, on account of any infringement of the Mark and any applications and registrations therefor prior to the date hereof, and does hereby empower Assignee, and its successors in interest, to sue for and collect the same, to its and their own and absolute use.

The Assignor acknowledges and agrees that it shall execute and deliver at the request of the Assignee, all papers, instruments and assignments, and to perform any other reasonable acts the Assignee may require in order to vest all of the Assignor's rights, title and interest in and to the Mark, in the Assignee, including all documents necessary to record in the name of the

Assignee the ownership of the Mark with any applicable government office or registrar, as required to effectuate this assignment.

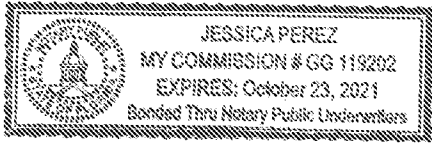
IN WITNESS WHEREOF, the undersigned, being duly authorized and acting on behalf of the Assignor and the Assignee, respectively, do hereby execute this assignment to take effect on November 13<sup>th</sup>, 2017.

AAF Holdings LLC

By: *Kolleen Cobb*  
Kolleen Cobb, Vice President

STATE OF FLORIDA                    )  
  )SS:  
COUNTY OF MIAMI-DADE         )

On this 13<sup>th</sup> day of November, 2017 before me, a Notary Public in and for said county, appeared Kolleen Cobb, as Vice President of AAF Holdings LLC, personally known to me to be the same person whose name is subscribed to the foregoing assignment document, and acknowledged that he/she signed and delivered the document as his/her free and voluntary act for the uses and purposes therein set forth.



*Jessica Perez*  
Notary Public

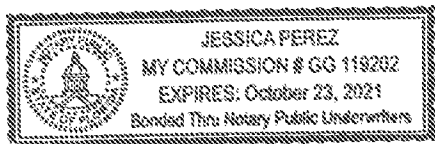
My commission expires: \_\_\_\_\_

All Aboard Florida -- Operations LLC

By: *Kolleen Cobb*  
Kolleen Cobb, Vice President

STATE OF FLORIDA                    )  
  )SS:  
COUNTY OF MIAMI-DADE         )

On this 13<sup>th</sup> day of November, 2017 before me, a Notary Public in and for said county, appeared Kolleen Cobb, as Vice President of All Aboard Florida - Operations LLC, personally known to me to be the same person whose name is subscribed to the foregoing assignment document, and acknowledged that he/she signed and delivered the document as his/her free and voluntary act for the uses and purposes therein set forth.



*Jessica Perez*  
Notary Public

My commission expires: \_\_\_\_\_