

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM493367

<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>
2K SOUTH BEACH HOTEL, LLC		10/04/2018	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	CLEVELANDER TRADEMARKS, LP		
<b>Street Address:</b>	755 Rue Berri, Suite 200		
<b>City:</b>	Montreal, Quebec		
<b>State/Country:</b>	CANADA		
<b>Postal Code:</b>	H2T 3E5		
<b>Entity Type:</b>	Limited Partnership: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4079318	CLEVELANDER SOUTH BEACH	
<b>Registration Number:</b>	4031534	CLEVELANDER SOUTH BEACH	
<b>Registration Number:</b>	3037922	CLEVELANDER	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3059615812		
<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>	3055790812		
<b>Email:</b>	mrv@gtlaw.com		
<b>Correspondent Name:</b>	Greenberg Traurig Attn: M. Valcarcel		
<b>Address Line 1:</b>	333 S.E. 2nd Avenue, 44th Floor		
<b>Address Line 4:</b>	Miami, FLORIDA 33131		
<b>NAME OF SUBMITTER:</b>	Manuel Valcarcel		
<b>SIGNATURE:</b>	/Manuel Valcarcel/		
<b>DATE SIGNED:</b>	10/10/2018		
<b>Total Attachments: 4</b>			
source=Cleveland tm assignment#page1.tif			
source=Cleveland tm assignment#page2.tif			
source=Cleveland tm assignment#page3.tif			

CH \$90.00 4079318



**ASSIGNMENT AND ASSUMPTION OF INTANGIBLE PROPERTY  
(Cleveland)**

ASSIGNMENT AND ASSUMPTION OF INTANGIBLE PROPERTY dated as of October ~~17~~<sup>18</sup>, 2018, by and between 2K SOUTH BEACH HOTEL, LLC, a Delaware limited liability company, having an address at c/o BRIO Investment Group, 1020 Ocean Drive, Miami Beach, Florida 33139 ("Assignor"), and CLEVELANDER TRADEMARKS, LP, a Delaware limited partnership, having an address at c/o Jesta Management Corp., 755 Rue Berri, Suite 200, Montreal, Quebec, Canada H2T 3E5 ("Assignee").

Background

This Assignment and Assumption of Intangible Property is being executed and delivered pursuant to that certain Agreement of Purchase and Sale dated as of May 15, 2018 (as amended, the "Purchase Agreement") between Assignor and 2K Essex, LLC, as seller, and Cleveland Holdings, LLC, as buyer ("Buyer"), as partially assigned by Buyer to Assignee pursuant to that certain Assignment and Assumption of Agreement of Purchase and Sale dated as of September ~~10~~<sup>11</sup>, 2018. All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Purchase Agreement.

Assignment and Assumption

In consideration of Ten Dollars (\$10.00) in hand paid by Assignee, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign, transfer and set over unto Assignee, all of Assignor's right, title and interest in and to:

- (i) to the extent Assignor's rights and interests therein are assignable, the Intangible Property for the Cleveland Asset; and
- (ii) to the extent assignable, the Cleveland Marks, together with all goodwill associated therewith.

TO HAVE AND TO HOLD, the same unto Assignee, its successors and assigns, from and after the date hereof, subject to the terms, covenants, conditions and provisions contained therein.

This Assignment is made without warranty or representation, express or implied, by, or recourse against, Assignor of any kind or nature whatsoever except as expressly provided in the Purchase Agreement.

IN WITNESS WHEREOF, the Assignor and Assignee have duly executed this instrument as of the day first above written.

ASSIGNOR:

**2K SOUTH BEACH HOTEL, LLC**, a Delaware limited liability company

By: RNLN Real Estate Advisors, L.P., a Delaware limited partnership, its Manager and Sole Member

By: ~~RNLN II, LLC~~, a California limited liability company, its General Partner

By: \_\_\_\_\_  
Name: Jonathan Neeley  
Title: President

ASSIGNEE:

**CLEVELANDER TRADEMARKS, LP**, a Delaware limited partnership

By: \_\_\_\_\_  
Name: Eric Aintabi  
Title: President

IN WITNESS WHEREOF, the Assignor and Assignee have duly executed this instrument as of the day first above written.

**ASSIGNOR:**

**2K SOUTH BEACH HOTEL, LLC**, a Delaware limited liability company


By: RNLN Real Estate Advisors, L.P., a Delaware limited partnership, its Manager and Sole Member

By: RNLN II, LLC, a California limited liability company, its General Partner



By: \_\_\_\_\_  
Name: Jonathan Neeley  
Title: President

**ASSIGNEE:**

**CLEVELANDER TRADEMARKS, LP**, a Delaware limited partnership

By:  \_\_\_\_\_  
Name: Eric Aintabi  
Title: President

Trademarks

<u>Mark</u>	<u>Reg No.</u>
	4,079,318
	4,031,534
CLEVELANDER	3,037,922