

**ASSIGNMENT AND ASSUMPTION
OF LEASE AGREEMENT**

THIS ASSIGNMENT AND ASSUMPTION OF LEASE (the "Assignment & Assumption") is made and entered as of _____, 2015 by and between BE ML FLL LLC, a Florida Limited Liability Company ("Assignor") to 2601 M L FUND, LLC, a Florida limited liability company ("Assignee"), is as follows:

WITNESSETH

WHEREAS, ADAMS BUILDING ASSOCIATES, a Florida general partnership ("Adams") and the City of Fort Lauderdale ("City") entered into that certain Lease Agreement dated September 30th 1986 and recorded in Official Records Book 16009, Page 656, of the Public Records of Broward County, Florida ("Lease"), which is incorporated herein by reference; and

WHEREAS Adams assigned said Lease to COOLIDGE ENTERPRISES, INC., a Florida corporation by Assignment of Lease dated May 23rd 1996 and recorded in Official Records Book 24934, Page 0162, and was further assigned to MICHIGAN OAKLAND PARK CORP., a Michigan corporation by Assignment of Lease dated May 1, 1998; and

WHEREAS, thereafter the Lease was assigned by CAPROC OAKLAND PARK, LLC, as successor by merger to Michigan Oakland Park Corp, a dissolved Michigan corporation to BE ML FLL LLC, a Florida limited liability company by Assignment of Lease Agreement dated December 17, 2012, said Assignment of Lease Agreement being recorded at Official Record Book 49347, Page 447 of the Public Records of Broward County, Florida; and

WHEREAS, Section 13 of the Lease allows for assignment of this lease by Assignor to Assignee with the consent of the City, and

WHEREAS, the Assignor owns the rights as provided in the Lease and desires to assign, transfer, set over and deliver to Assignee all of Assignor's right, title and interest in and to the Lease by this document;

NOW, THEREFORE, in accordance with the terms of this Consent to Assignment and in consideration of the sum of \$10.00 and other good and valuable consideration, the sufficiency and receipt of which are hereby acknowledged, the parties do hereby covenant and agree as follows:

1. The above recitals are true.
2. The Effective Date of this Assignment & Assumption is the date the Consent to Assignment and Assumption of Lease is executed by the proper City officials for the City of Fort Lauderdale
3. As of the Effective Date, Assignor does hereby assign, transfer, set over and deliver to Assignee all of the Assignor's right, title, and interest in and to the Lease.

4. Assignor does hereby represent and warrant that the Lease is in full force and effect and that, to the best of Assignor's knowledge, the Lease is currently in good standing and neither Assignor nor Landlord is in default under the Lease.

5. Assignee hereby accepts this Assignment and expressly agrees to assume all of the Assignor's obligations under the Lease arising after the date of this Assignment.

6. This Assignment shall be binding and inure to the benefit of the parties to this Assignment and their respective heirs, legal representatives, successors and assigns and shall be construed in accordance with Florida law.

IN WITNESS WHEREOF, this Assignment of Lease Agreement has been signed, sealed and delivered by the Parties as of the date first written above.

REMAINDER OF PAGE INTENTIONALLY LEFT BLANK

AS TO ASSIGNOR

BE ML FLL LLC, a Florida limited liability company

[Signature]

By: [Signature]
Benjamin Berman, its Managing Member

Virginia Williams
[Witness type or print name]

[Signature]
Jonathan Cole
[Witness type or print name]

STATE OF FLORIDA:

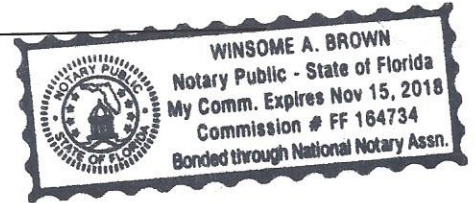
COUNTY OF BROWARD:

The foregoing instrument was acknowledged before me this 31st March, 2015, by Benjamin Berman, as Managing Member of BE ML FLL LLC, a Florida limited liability company. He/she is personally known to me or has produced _____ as identification and did not (did) take an oath.

(SEAL)

Winsome A. Brown
Notary Public, State of Florida
(Signature of Notary taking Acknowledgment)

Name of Notary Typed,
Printed or Stamped

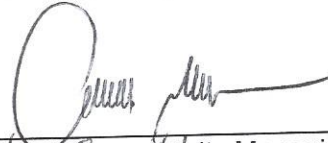



My Commission Expires:

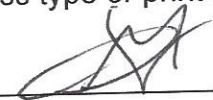
FF 164734
Commission Number

AS TO ASSIGNEE

2601 M L FUND, LLC, a Florida limited liability company

By: 
Menachem Gorevitch its Managing Member


William B Zepirido
[Witness type or print name]



Menachem Edelkopf
[Witness type or print name]

STATE OF ~~FLORIDA~~: Connecticut
COUNTY OF ~~BROWARD~~: New Haven

The foregoing instrument was acknowledged before me this March 31, 2015, by Menach, as Managing Manager of 2601 M L FUND, LLC, a Florida limited liability company. He/She is personally known to me or has produced _____ as identification and did not (did) take an oath.

(SEAL)




Notary Public, State of Florida Connecticut
(Signature of Notary taking Acknowledgment)

Pastora Ramos
Name of Notary Typed,
Printed or Stamped

My Commission Expires: **PASTORA RAMOS**
NOTARY PUBLIC OF CONNECTICUT
My Commission Expires **12/31/2016**

Commission Number

**LESSOR'S CONSENT TO
ASSIGNMENT & ASSUMPTION
OF LEASE**

In accordance with Section 13 of the Lease, the City of Fort Lauderdale, a Florida municipal corporation, Lessor under the above described Lease ("City"), does hereby consent to the foregoing Assignment and Assumption of Lease by and between BE ML FLL LLC, a Florida limited liability company ("Assignor") and 2601 M L FUND, LLC, a Florida limited liability company ("Assignee") and City agrees to release Assignee from any further responsibilities, liabilities and obligations arising under the Lease from and after the Effective Date of the foregoing Assignment and Assumption.

WITNESSES:

CITY OF FORT LAUDERDALE

By _____
John P. "Jack" Seiler, Mayor

[Witness-print or type name]

By _____
Lee R. Feldman, City Manager

[Witness-print or type name]

ATTEST:

(CORPORATE SEAL)

Jonda Joseph, City Clerk

Approved as to form:

Robert B. Dunckel, Asst. City Attorney

STATE OF FLORIDA:

COUNTY OF BROWARD:

The foregoing instrument was acknowledged before me this _____, 2015, by JOHN P. "JACK" SEILER, Mayor of the CITY OF FORT LAUDERDALE, a municipal corporation of Florida. He is personally known to me and did not take an oath.

(SEAL)

Notary Public, State of Florida
(Signature of Notary taking Acknowledgment)

Name of Notary Typed,
Printed or Stamped

My Commission Expires:

Commission Number

STATE OF FLORIDA:

COUNTY OF BROWARD:

The foregoing instrument was acknowledged before me this _____, 2015, by LEE R. FELDMAN, City Manager of the CITY OF FORT LAUDERDALE, a municipal corporation of Florida. He is personally known to me and did not take an oath.

(SEAL)

Notary Public, State of Florida
(Signature of Notary taking Acknowledgment)

Name of Notary Typed, Printed or Stamped

My Commission Expires:

Commission Number

RBD ASSIGMENT & CONSENT.DOCX