

ASSIGNMENT OF PURCHASE AND EXCHANGE AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, that in consideration of the sum of Ten and No/100 (\$10.00) Dollars and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, All Aboard Florida –Operations, LLC, a Delaware limited liability company (the "Assignor"), does hereby assign, set over, and transfer to FTL Investments LLC, a Delaware limited liability company (the "Assignee"), all of Assignor's right, title, and interest in and to that certain Purchase and Exchange Agreement entered into as of April 15, 2014 between Assignor, Florida East Coast Railway, L.L.C., a Florida limited liability company ("FECR"), and City of Fort Lauderdale, a Florida municipal corporation (the "City"), as amended (the "Agreement").

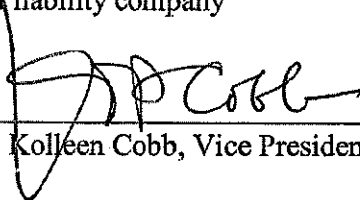
Assignee hereby accepts the foregoing Assignment and hereby assumes any liabilities and agrees to perform all obligations accruing or arising under the Agreement from and after the date hereof.

This Assignment shall be binding upon and shall inure to the benefit of Assignor, Assignee and their respective successors and assigns.

IN WITNESS WHEREOF, Assignor and Assignee have duly executed this Assignment of Agreement of Purchase and Sale as of June 12, 2015.

ASSIGNOR:

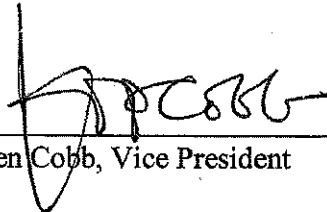
All Aboard Florida – Operations, LLC, a Delaware limited liability company

By: 

Kolleen Cobb, Vice President

ASSIGNEE:

FTL Investments LLC, a Delaware limited liability company

By: 

Kolleen Cobb, Vice President