

Record & Return to:
Gary S. Dunay, Esq.
Dunay, Miskel and Backman, LLP
14 SE 4th Street, #36
Boca Raton, FL 33432

ASSIGNMENT OF PARKING COST SHARING AGREEMENT

THIS ASSIGNMENT is made this 15 day of May, 2017 by and between Delray Beach Holdings, LLC, a Florida limited liability company ("Assignor") and Delray Beach 4th & 5th Avenue LLC, a Delaware limited liability company ("Assignee").

BACKGROUND

On or about March 14, 2017, Assignor entered into that certain Parking Cost Sharing Agreement with Delray Beach Community Redevelopment Agency (CRA"), a Florida body corporate and politic created pursuant to Florida Statutes Section 163.356 ("Agreement"). The Agreement was recorded on May 16 2017 in Official Records Book 29090, Page 0902 of the Public Records of Palm Beach County, Florida. Pursuant to Paragraph 10 of the Agreement, the Agreement may be assigned to an affiliated entity of Assignor upon notice to the CRA, which notice has been provided.

Accordingly, Assignor desires to assign all of its right, title and interest in and to the Agreement to Assignee and Assignee desires to assume all of the rights and obligations arising out of the Agreement.

AGREEMENT

NOW THEREFORE, in consideration of Ten Dollars and other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Assignor and Assignee hereby agree as follows:

1. Recitals. The foregoing recitals are true and correct and are incorporated herein by reference.
2. Assignment. Assignor hereby assigns all of its right, title and interest in and to the Agreement to Assignee and Assignee hereby agrees to assume each and every obligation arising out of the Agreement.

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the day and year set forth above.

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In Witness Of:

ASSIGNOR:

[Signature]
Witness #1 Signature

Maria Bolivar
Witness #1 Printed Name

[Signature]
Witness #2 Signature

Roberta L. Ryncarz
Witness #2 Printed Name

Delray Beach Holdings, LLC, a Florida limited liability company

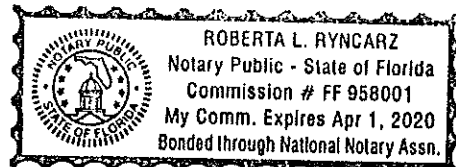
By: Ipic-Gold Class Entertainment, LLC, a Delaware limited liability company, its Manager

By: [Signature]
Hamid Hashemi, CEO

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15th day of May, 2017 by Hamid Hashemi, the CEO of Ipic-Gold Class Entertainment, LLC, a Delaware limited liability company, the Manager of Delray Beach Holdings, LLC, a Florida limited liability company, who is personally known to me or who produced a driver's license as identification.

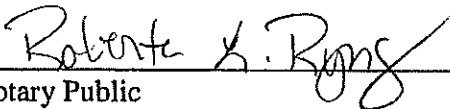
[Signature]
Notary Public



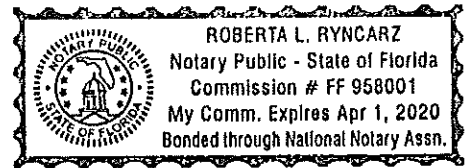
ASSIGNMENT OF PARKING COST SHARING AGREEMENT-PAGE 4

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15th day of May, 2017 by Hamid Hashemi, the CEO of Ipic-Delray Investment, LLC, a Delaware limited liability company, the Co-Manager of Delray Beach 4th & 5th Avenue Developer LLC, a Delaware limited liability company, the Managing Member of Delray Beach 4th & 5th Avenue Holdings LLC, a Delaware limited liability company, the Sole Member of Delray Beach 4th & 5th Avenue LLC, a Delaware limited liability company.



Notary Public



ASSIGNMENT OF PARKING COST SHARING AGREEMENT-PAGE 3

ASSIGNEE:

Witness #1 Signature

DELRAY BEACH 4TH & 5TH AVENUE LLC, a
Delaware limited liability company

Witness #1 Printed Name

By: Delray Beach 4th & 5th Avenue Holdings LLC,
Delaware limited liability company, its sole member

Witness #2 Signature

By: Delray Beach 4th & 5th Avenue Developer LLC,
a Delaware limited liability company, its managing
member

Witness #2 Printed Name

By: S&A Delray Beach 4th & 5th Avenue
LLC, a Delaware limited liability company,
its manager



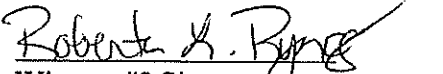
Witness #1 Signature

By S&A GP LLC, a Massachusetts
limited liability company, its
manager

Maria Belivar

Witness #1 Printed Name

By: _____



Witness #2 Signature

Name: _____

Robert L. Ryncarz

Its: Manager

Witness #2 Printed Name

By: IPIC-DELRAY INVESTMENT, LLC, a
Delaware limited liability company, its
manager

By: 

Name: Hamid Hashemi

Its: CEO

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ASSIGNEE:

Stacia Lyons
Witness #1 Signature

STACIA MARA LYONS
Witness #1 Printed Name

[Signature]
Witness #2 Signature

Katie Laorenza
Witness #2 Printed Name

DELRAY BEACH 4TH & 5TH AVENUE LLC, a
Delaware limited liability company

By: Delray Beach 4th & 5th Avenue Holdings LLC,
Delaware limited liability company, its sole member

By: Delray Beach 4th & 5th Avenue Developer LLC,
a Delaware limited liability company, its managing
member

By: S&A Delray Beach 4th & 5th Avenue
LLC, a Delaware limited liability company,
its manager

Roberte L. Ryncarz
Witness #1 Signature
Roberte L. Ryncarz
Witness #1 Printed Name

[Signature]
Witness #2 Signature
Dawn M. Nelson
Witness #2 Printed Name

By S&A GP LLC, a Massachusetts
limited liability company, its
manager

By: [Signature]
Name: JOEL SKLAR
Its: Manager

By: IPIC-DELRAY INVESTMENT, LLC, a
Delaware limited liability company, its
manager

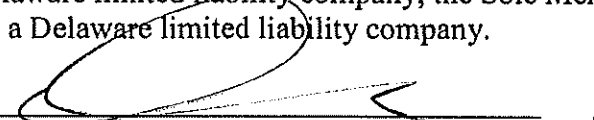
By: IPic Holdings, LLC, a Florida
limited liability company, its
managing member

By: [Signature]
Name: Mamid Hashemi
Its: Managing Member

ASSIGNMENT OF PARKING COST SHARING AGREEMENT-PAGE 5

COMMONWEALTH OF MASSACHUSETTS
~~STATE OF FLORIDA~~
COUNTY OF PALM BEACH SUFFOLK

The foregoing instrument was acknowledged before me this 11th day of May April, 2017 by Joel Sklar, as manager of S&A GP, LLC, a Massachusetts limited liability company, the Manager of S&A Delray Beach 4th & 5th Avenue, LLC, a Delaware limited liability company, the Co-Manager of Delray Beach 4th & 5th Avenue Developer LLC, a Delaware limited liability company, the Managing Member of Delray Beach 4th & 5th Avenue Holdings LLC, a Delaware limited liability company, the Sole Member of Delray Beach 4th & 5th Avenue, LLC, a Delaware limited liability company.


Notary Public

