

## ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT, dated the \_\_\_\_ day of \_\_\_\_\_, 2017, is between USO CENTRAL FLORIDA, INC., a non-profit corporation organized under the laws of the State of Florida, having its principal place of business at 4100 George J. Bean Parkway, Suite 2441, Tampa, Florida, 33607 (hereinafter referred to as "Assignor") and UNITED SERVICE ORGANIZATIONS, INC., its successor in interest, a non-profit corporation, registered in the District of Columbia and authorized to conduct business in the State of Florida, having its principal place of business at 2111 Wilson Boulevard, Suite 1200 Arlington, VA, 22201 (hereinafter referred to as "Assignee").

### W I T N E S S E T H:

WHEREAS, on June 7, 2012, USO Tampa Bay, Inc., a non-profit corporation registered and authorized to do business in the State of Florida, entered into a Space Rental Agreement (hereinafter referred to as the "Agreement") at Tampa International Airport (hereinafter referred to as the "Airport") with the Hillsborough County Aviation Authority, a public body corporate under the laws of the State of Florida (hereinafter referred to as "Authority") for the lease of a portion of the Ticketing Level of the Main Terminal Building of the Airport to support its mission; and

WHEREAS, on June 4, 2015 the Agreement was amended to recognize the name change of USO Tampa Bay, Inc. to USO Central Florida, Inc. and to update certain administrative provisions (hereinafter referred to as "Amendment No. 1"); and

WHEREAS, Authority has been notified that Assignor will be dissolved, and its successor in interest will be Assignee; and

WHEREAS, Assignor desires to assign all of its interest in and to the Agreement to Assignee, and Assignee desires to assume all of Assignor's obligations and responsibilities under the Agreement on the terms and conditions hereinafter set forth; and

WHEREAS, the consent of Authority is required to effectuate this Assignment and Assumption Agreement.

NOW, THEREFORE, Assignor and Assignee hereby agree as follows:

1. Assignor hereby assigns to Assignee all of Assignor's right, title and interest in and to the Agreement, effective as of May 4, 2017 (hereinafter referred to as the "Effective Date").
2. Assignee, for the benefit of Assignor and Authority under the Agreement, hereby assumes and agrees to be bound by and to perform all of the covenants, agreements, terms, obligations,

responsibilities, provisions and conditions on the part of the Assignor under the Agreement to be kept, performed and observed from and after the Effective Date.

3. This Assignment and Assumption Agreement shall be binding upon and inure to the benefit of the parties' respective successors and assigns.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment and Assumption Agreement as of the day and year first written above.

USO CENTRAL FLORIDA, INC.  
Assignor

Signed in the presence of:

By: \_\_\_\_\_

Title: \_\_\_\_\_

\_\_\_\_\_  
Witness Signature

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Print Address

\_\_\_\_\_  
Witness Signature

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Print Name

USO CENTRAL FLORIDA, INC.

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledge before me this \_\_\_\_\_ day of \_\_\_\_\_, 2017, by \_\_\_\_\_ in the capacity of \_\_\_\_\_, at \_\_\_\_\_ a \_\_\_\_\_ on its behalf. \_\_\_\_\_ and has produced the following document of identification \_\_\_\_\_.

(Stamp or seal of Notary)

\_\_\_\_\_  
Signature of Notary

\_\_\_\_\_  
Type or Print Name of Notary

\_\_\_\_\_  
Date of Commission Expiration (if not on stamp or seal)

UNITED SERVICE ORGANIZATIONS, INC.  
Assignee

Signed in the presence of:

By: \_\_\_\_\_

Title: \_\_\_\_\_

\_\_\_\_\_  
Witness Signature

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Print Address

\_\_\_\_\_  
Witness Signature

\_\_\_\_\_  
Print Name

UNITED SERVICE ORGANIZATIONS, INC.

\_\_\_\_\_  
\_\_\_\_\_

The foregoing instrument was acknowledge before me this \_\_\_\_ day of \_\_\_\_\_,  
2017, by \_\_\_\_\_ in the capacity of \_\_\_\_\_,  
(Individual's Name) (Individual's Title)  
at \_\_\_\_\_ a \_\_\_\_\_  
(Name of organization or company, if any) (Corporation/Partnership/Sole Proprietor/Other)  
on its behalf. \_\_\_\_\_ and has produced  
(He is/She is) (personally known to me / not personally known to me)  
the following document of identification \_\_\_\_\_.

(Stamp or seal of Notary)

\_\_\_\_\_  
Signature of Notary

\_\_\_\_\_  
Type or Print Name of Notary

\_\_\_\_\_  
Date of Commission Expiration (if not on stamp or seal)

CONSENT TO ASSIGNMENT AND ASSUMPTION AGREEMENT

Authority hereby consents to the transaction as set forth in the Assignment and Assumption Agreement and hereby agrees to release and discharge Assignor from any further obligation or liability under the Agreement and to look solely to Assignee as the responsible party under the Agreement for all liabilities or obligations arising after the Effective Date of the Assignment and Assumption Agreement, as set forth therein. Assignor will not be released from any liability or obligation accruing under the Agreement prior to the Effective Date. This consent will not operate as a waiver of any prohibition against further assignment or subletting, as provided in the Agreement.

IN WITNESS WHEREOF, Authority has set its hand and corporate seal on this \_\_\_\_\_ day of \_\_\_\_\_, 2017.

ATTEST: HILLSBOROUGH COUNTY AVIATION AUTHORITY

\_\_\_\_\_  
Victor D. Crist, Secretary  
Address: P. O. Box 22287  
Tampa, FL 33622

By: \_\_\_\_\_  
Robert I. Watkins, Chairman  
Address: P. O. Box 22287  
Tampa, FL 33622

Signed, sealed, and delivered in the presence of:

\_\_\_\_\_  
Witness Signature

Approved as to form for legal sufficiency:

\_\_\_\_\_  
Print Name

By: \_\_\_\_\_  
David Scott Knight  
Assistant General Counsel

\_\_\_\_\_  
Witness Signature

\_\_\_\_\_  
Print Name

HILLSBOROUGH COUNTY AVIATION AUTHORITY

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_, 2017, by Robert I. Watkins in the capacity of Chairman, and by Victor D. Crist in the capacity of Secretary, of the Board of Directors, Hillsborough County Aviation Authority, a public body corporate under the laws of the State of Florida, on its behalf. They are personally known to me and they did not take an oath.

(Stamp or seal of Notary)

\_\_\_\_\_  
Signature of Notary

\_\_\_\_\_  
Type or print name of Notary

\_\_\_\_\_  
Date of Commission Expiration (if not on stamp or seal)