

AGREEMENT OF LEASE (the "Lease"), made as of the ____ day of _____, 2013 (the "Effective Date"), between [REDACTED] AN [REDACTED] RTY OWNER, LLC with an address of 50 Broadway, New York, New York 10004 (hereinafter the "Landlord") and [REDACTED] II [REDACTED] OR LLC, individually, with an address of 568 Broadway, Suite 405, New York, NY 10012 (hereinafter the "Tenant");

WITNESSETH:

The parties hereto, for themselves, their legal representatives, successors and assigns, hereby covenant as follows.

DEFINITIONS

As used in this Lease (including in all Exhibits attached hereto, all of which shall be deemed a part of this Lease), the following words and phrases shall have the meanings indicated:

"Affiliate" shall mean a Person which shall (1) Control, (2) be under the Control of, or (3) be under common Control with the Person in question.

"Alterations" shall mean alterations, installations, improvements, additions or other physical changes (other than decorations) in or about the Premises.

"Annual Statement" shall have the meaning set forth in Section 1.4(B) hereof.

"Applicable Rate" shall mean the lesser of (x) three (3) percentage points above the then current Base Rate, and (y) the maximum rate permitted by applicable law.

"Assessed Valuation" shall have the meaning set forth in Section 27.1(A) hereof.

"Bankruptcy Code" shall mean 11 U.S.C. Section 101 et seq., or any statute of similar nature and purpose.

"Bar" shall mean the full service bar serving alcoholic and non-alcoholic beverages to be operated by Tenant in the Premises.

"Bar Services" shall have the meaning set forth in Section 2.1(C) hereof.

"Base Rate" shall mean the rate of interest publicly announced from time to time by The Chase Manhattan Bank, N.A., or its successor, as its "prime lending rate" (or such other term as may be used by The Chase Manhattan Bank, N.A., from time to time, for the rate presently referred to as its "prime lending rate")

"Building" shall mean all the buildings, equipment and other improvements and appurtenances of every kind and description now located or hereafter erected, constructed or
#5028 (McNally Lease)