

FOOD AND BEVERAGE OPERATIONS MANAGEMENT AGREEMENT

THIS FOOD AND BEVERAGE OPERATIONS MANAGEMENT AGREEMENT (this "Agreement") is made and entered into this 15th day of June, 2015, by and between [REDACTED] **D PROPERTY LLC**, a Delaware limited liability company, as owner ("Owner"), and [REDACTED] **RESTAURANT LLC**, a New York limited liability company, as operator ("Operator"). Owner and Operator are sometimes referred to collectively in this Agreement as the "Parties" and individually as a "Party."

WITNESSETH:

WHEREAS, Owner is the owner of the land and the improvements known as, or to be known as, The [REDACTED] k, located at [REDACTED] 40th Street, New York, New York (the "Hotel"); and

WHEREAS, Owner desires that a first-class restaurant/bar be located at the Hotel; and

WHEREAS, Owner desires to engage Operator to operate and manage first-class food and beverage facilities located in the Hotel as more specifically described herein (collectively, the "F&B Operations"); and

NOW, THEREFORE, in consideration of the mutual promises, covenants and agreements herein contained, and for other good and valuable consideration, the receipt, adequacy and sufficiency of which are hereby acknowledged, the Parties hereto agree as follows:

**ARTICLE 1
DEFINITIONS**

1.1 Definitions. The following terms shall have the following meanings when used in this Agreement:

"AAA" shall have the meaning set forth in Section 20.16 hereof.

"Accounting Period" shall mean a calendar month.

"Additional Room Service Charges" shall have the meaning set forth in Section 17.1.3 hereof.

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

"Applicable Requirements" shall mean (i) all present and future laws, rules, orders, ordinances, regulations, statutes, requirements, codes and executive orders of all federal, state or local governmental authorities, whether now existing or hereafter created, applicable to the Food and Beverage Facilities and the F&B Operations, (ii) all requirements of insurance underwriters with policies covering the Food and Beverage Facilities and the F&B Operations,