

This LIMITED LIABILITY COMPANY AGREEMENT (this “Agreement”) Agency Within LLC, a New York limited liability company (the “Company”), is dated as of [REDACTED]

[REDACTED] later joined to this Agreement through the execution of a Joinder Agreement.

WHEREAS, the Company has been formed as a limited liability company under the New York Limited Liability Company Law, as amended from time to time (the “New York Law”), pursuant to the Articles of Organization, as filed in the office of the Secretary of State of the State of New York; and

WHEREAS, the Initial Members desire to enter into this Agreement to set forth certain agreements relating to the ownership, management and operation of the Company.

NOW, THEREFORE, in consideration of the agreements and obligations set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Members hereby agree as follows:

ARTICLE I DEFINED TERMS

1.1 Unless the context otherwise requires, the terms defined in this Article 1 will, for the purposes of this Agreement, have the meanings herein specified.

1.1.1 “Adjusted Capital Account Deficit” will mean, with respect to any Member, the deficit balance, if any, in such Member's Capital Account as of the end of the relevant Fiscal Year, after giving effect to the following adjustments:

- (a) the Capital Account will be increased by any amounts that such Member is obligated to restore pursuant to any provision of this Agreement or is deemed to be obligated to restore pursuant to the penultimate sentence of each of Regulations Sections 1.704-2(g)(1) and 1.704-2(i)(5); and
- (b) the Capital Account will be decreased by the items described in Regulations Sections 1.704-1(b)(2)(ii)(d)(4), 1.704-1(b)(2)(ii)(d)(5) and 1.704-1(b)(2)(ii)(d)(6).
- (c) The foregoing definition of Adjusted Capital Account Deficit is intended to comply with the provisions of Regulations Section 1.704-1(b)(2)(ii)(d) and will be interpreted consistently therewith.

1.1.2 “Affiliate” will mean: (a) a director, officer, partner, member, manager, executor or trustee of a Person; and (b) any Person directly or indirectly controlling, controlled