FILED:

STOCK OPTION GRANT AGREEMENT

pursuant to the

USA INC. 2013 EQUITY INCENTIVE PLAN

THIS STOCK OPTION GRANT AGREEMENT (the "Grant Agreement") is made and entered

into b	y and between	Inc.,	a Delaware corporation (the "Company"), and the
follow	ing individual:		
Unite the ter	ss: lized terms used but no USA Inc. 2013 Equity rms and conditions of	ot otherwise of Incentive Planting the Planting will	A, New York, NY 10036 defined herein shall have the meanings set forth in the an (the "Plan"). The Optionee agrees to be bound by hich are incorporated herein by reference and which is Grant Agreement, except as otherwise specifically
			rchase Common Stock of the Company, subject in all lan and this Grant Agreement, as follows:
A.	DATE OF GRANT: May 24, 2016		
B.	TYPE(S) OF OPTIO	N: ☑	Incentive Stock Option
			Non-Qualified Stock Option

To the extent designated as an Incentive Stock Option ("ISO"), this Option is intended to qualify as an Incentive Stock Option under Section 422 of the Internal Revenue Code of 1986, as amended (the "Code"). However, notwithstanding such designation, if the Optionee becomes eligible in any given year to exercise ISO's for Shares having a Fair Market Value in excess of \$100,000, those Options representing the excess shall be treated as Non-Qualified Stock Options ("NSO's"). In the previous sentence, "ISO's" include ISO's granted under any plan of the Company or any Parent or any Subsidiary. For the purpose of deciding which Options apply to Shares that "exceed" the \$100,000 limit, ISO's shall be taken into account in the same order as granted. The Fair Market Value of the Shares shall be determined as of the time of the Option with respect to such Shares is granted. Optionee hereby acknowledges that there is no assurance that the Option will, in fact, be treated as an Incentive Stock Option under Section 422 of the Code.