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CONFIDENTIAL

January 25, 2017

[REDACTED] me [REDACTED] en, LLC
45 West 36th Street, 5th Floor
New York, NY 10018
Attention: Mr. Yigal Barmucha
Member

Dear Mr. Yigal Barmucha:

This letter agreement (this "Agreement") confirms the terms of the engagement of [REDACTED] an [REDACTED] up, LLC ("Gordian") by [REDACTED] me [REDACTED] en, LLC (the "Company" and, together with its subsidiaries, the "Companies") as the Company's exclusive investment banker as of the date hereof to provide certain financial advisory and investment banking services to the Company as specifically set forth below in connection with, in one or a series of transactions (each, a "Financial Transaction"): (i) raising new or replacement debt or equity capital (or other investment or financing) for any of the Companies, (ii) a restructuring, amendment, extension, conversion, exchange, compromise, repayment, retirement, assumption, refinancing, or other modification or satisfaction of any or all of the Companies' funded indebtedness or a portion of any of the Companies' funded obligations, (iii) other restructuring, reorganization or recapitalization of any of the Companies or their securities, (iv) any merger, consolidation, joint venture or other business combination involving, or sale, or other disposition, of substantially all or a portion of the assets or outstanding securities of, any of the Companies (a "Sale Transaction"), and/or (v) the acquisition of substantially all or a portion of the assets or outstanding securities of another entity (a "Subject Company").

1. Services to be Rendered. Gordian will perform such of the following financial advisory and investment banking services as the Company may reasonably request from time to time:

- a) Advise and assist the Company with the general formulation and evaluation of various options for effecting one or more possible Financial Transactions;
- b) Advise and assist the Company regarding any potential restructuring, amendment, extension, conversion, exchange, compromise, repayment, retirement, assumption, refinancing, or other modification or satisfaction of the Companies' indebtedness and/or obligations;