

JOINT VENTURE AGREEMENT

THIS JOINT VENTURE AGREEMENT ("JV Agreement"), dated as of November 11, 2016 (the "Effective Date"), by and between [REDACTED] Equities LLC, a Delaware limited liability company having an address at c/o Cinotti LLP, 11 Broadway, Suite 368, New York, NY 10004 (hereinafter, "Pedrazzoli Investor"), and [REDACTED], 10005 (hereinafter, "SOLA"). Pedrazzoli Investor and Sola are sometimes referred to individually as "Party" and collectively as the "Parties".

RECITALS:

WHEREAS, Sola is a Michelin-starred, executive chef seeking to acquire marketing expertise and raise substantial capital in connection with the promotion of the Sola Publicity Rights (as defined in the Exclusive License Agreement attached hereto as Exhibit III), which include without limitation, Sola's name, image, likeness, voice, personal history and all other aspects of the persona and identity;

WHEREAS, Sola is seeking to use the Sola Publicity Rights in connection with any and all Business (as defined in the Exclusive License Agreement), which include the deployment of a restaurant concept, attached hereto as Exhibit I (the "Restaurant Concept"), featuring Sola's design, format, name, likeness, image, recipes and culinary techniques;

WHEREAS, the Pedrazzoli Investor possesses substantial experience in television and radio promotion and advertising, and, subject to the terms and conditions set forth below, is willing to contribute certain marketing expertise to, and invest substantial capital in, the promotion of the Sola Publicity Rights and Restaurant Concept.

The Parties now desire to set forth the terms under which they will organize a limited liability company under the laws of the State of Delaware (the "Company") to serve as the vehicle through which they will promote and market the Sola Branding, including the funding and development of the Restaurant Concept.

NOW, THEREFORE, in consideration of the above Recitals, which are incorporated herein by this reference, and the mutual promises, agreements and covenants set forth in this JV Agreement, the Parties agree as follows:

ARTICLE 1

DEFINITIONS AND INTERPRETATION

In this JV Agreement, unless otherwise clearly indicated by the context, the following terms, whether used in singular or plural forms, shall have the following meanings: