

AGREEMENT OF LEASE, made as of this 29th day of January, 2013, between SOLOW [REDACTED] PANY, L.L.C, a New York limited liability company, having an office at c/o Solow Management Corp., 9 West 57th Street, New York, New York 10019 ("Landlord") and [REDACTED] NYC [REDACTED] CORP., a Delaware corporation, having an office at 10 East 53rd Street, 37th floor, New York, New York 10022 ("Tenant").

WITNESSETH:

The parties hereto, for themselves, their legal representatives, successors and assigns, hereby covenant as follows:

DEFINITIONS

"Abatement Period" shall have the meaning set forth in Section 1(b) hereof.

"ADA" shall mean the American Disabilities Act of 1990, Public Law 101-336, U.S.C. § 12101 et seq., as same may be amended from time to time, together with all regulations and guidelines promulgated pursuant thereto and in connection therewith.

"Additional Rent" shall mean all items of rent and charges payable by Tenant under this Lease but excepting Fixed Rent.

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

"Alterations" shall mean the Initial Alterations and any alterations, installations, improvements, additions or other physical changes in, on or about the Premises.

"Alterations Rules and Regulations" shall have the meaning set forth in Section 4(a)(5) hereof.

"Alternative Service Provider" shall have the meaning set forth in Section 14(c) hereof.

"Applicable Rate" shall mean the lesser of (x) four percent (4%) above the rate of interest publicly announced from time to time by JPMorgan Chase, or its successor, as its "prime lending rate" (or such other term as may be used by JPMorgan Chase, from time to time, for the rate presently referred to as its "prime lending rate"), and (y) the maximum rate permitted by applicable law.

"Assignee Security" shall have the meaning set forth in Section 13(h)(2) hereof.

"Assignment Consideration" shall have the meaning set forth in Section 13(f) hereof.

"Assessed Valuation" shall have the meaning set forth in Section 28(a)(1) hereof.

"Bankruptcy Code" shall mean 11 U.S.C. Section 101 et seq., or any statute of similar nature and purpose.