

██████ a ██████ LLC
a New York Limited Liability Company

AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT

AGREEMENT dated as of October 1, 2013 by and among ██████ CRG LLC, a New York limited liability company with an office at 592 Pacific Avenue, Suite B, Brooklyn, NY 11217 ("**Company**"), Ofer Cohen, an individual with an office at 592 Pacific Avenue, Suite B, Brooklyn, NY 11217 ("**Founder**") and together with such other persons who shall execute this Agreement as a Member, the "**Members**").

PRELIMINARY STATEMENT

Articles of Organization of the Company were filed on December 21, 2007 with the Department of State of the State of New York to organize Company under and pursuant to the New York Limited Liability Company Law (the "**LLC Law**"). Each of Company and the Members desire to amend and restate the prior Operating Agreement dated March 15, 2011 by entering into this Agreement to provide for the management of the business and operations of Company.

NOW, THEREFORE, in consideration of the mutual promises and agreements made herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

ARTICLE I

DEFINED TERMS

1.1 **Definitions.** The following defined terms as used in this Agreement shall, unless otherwise defined herein, each have the meaning set forth in this Article I.

"**Affiliate**" means, when used with reference to a specific Person, any Person that, directly or indirectly, through one or more intermediaries, controls, is controlled by or is under common control with such specific Person (or when not referring to a specific Person shall mean an Affiliate of a Member).

"**Agreement**" means this Limited Liability Company Agreement, including the Schedules hereto, as originally executed and as subsequently amended from time to time in accordance with the provisions hereof.

"**Board of Managers**" means at any time the Board of Managers designated in accordance with Section 8.2.

"**Business Day**" means any day other than a Saturday, Sunday or a Federal holiday.

"**Capital Account**" means the Capital Account maintained for each Member pursuant to Section 4.2 hereof.

"**Capital Contribution**" means the total amount of cash, property or services contributed to Company by all the Members or any one Member, as the case may be.

"**Code**" means the Internal Revenue Code of 1986, as now in effect or as hereafter amended.

"**Distributable Funds**" means the excess, from time to time, as determined by the Board of Managers, of Company's cash on hand over the current needs of its business, including for operating expenditures and capital reserves.