

"THE TOXIC AVENGER"**AMENDED AND RESTATED OPTION PURCHASE AGREEMENT**

DATE: November 7, 2016 ("Effective Date")

PURCHASER: [REDACTED] m [REDACTED] s, [REDACTED]
[REDACTED] Maple Dr., Suite 140
Beverly Hills, CA 90210
Attn: Richard Saperstein

OWNER: [REDACTED] ha [REDACTED] ent, [REDACTED]
[REDACTED] 0 [REDACTED] Street
Long Island City, NY 11106
Attn: Michael Hertz

The following sets forth the agreement ("**Agreement**") between Elysium Films, Inc., successor in interest to Atticus Films ("**Purchaser**"), on the one hand, and Troma Entertainment, Inc. ("**Owner**"), on the other hand, with respect to the acquisition by Purchaser of the "**Rights**" (as defined below) in and to that certain feature length motion picture entitled "The Toxic Avenger" (the "**Original Picture**") owned and controlled by Owner and first published on May 15, 1984, and all existing remakes, sequels and derivative productions based thereon, including without limitation, the animated television series based thereon, (listed in Schedule A to this Agreement and referred to herein as the "**Existing Derivative Productions**"). The Original Picture, the Existing Derivative Productions, and the titles, themes, stories and all contents thereof, and the characters therein, and all literary and other materials upon which the Original Picture and the Existing Derivative Productions are based, and all translations, adaptations and other versions thereof now or hereafter owned by Owner, whether now existing or hereafter created or acquired, are herein referred to collectively as the "**Property**".

WHEREAS, Purchaser and Owner previously entered into that certain Option Purchase Agreement dated as April 7, 2009, as amended by (i) the initial amendment dated as of October 19, 2010; (ii) the second amendment dated as of April 6, 2011 (iii) the third amendment dated as of April 6, 2012 (iv) the fourth amendment dated October 1, 2012; (v) the fifth amendment dated March 1, 2016 and (vi) any additional correspondence via email further revising the agreements (collectively, the "**Prior Agreements**").

WHEREAS, Owner acknowledges and agrees that Purchaser has complied with all of its obligations under the Prior Agreements and Purchaser's option in and to the Property has remained in full force and effect since April 7, 2009 continuing through and including September 30, 2016 (the "**Initial Option Period**") and then also from October 1, 2016 through October 31, 2016 (the "**First Extended Option Period**").

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Owner and Purchaser agree to amend and restate the Prior Agreements upon the following terms:

1. Options. It is hereby acknowledged that a total of Seven Hundred Twelve Thousand United States Dollars (\$712,000) has been paid to Owner in consideration for the Initial Option Period (the "**Initial Option Payments**"), the sufficiency of which is hereby acknowledged, of which Forty-Five Thousand

Handwritten signature and initials, possibly "R.S.", in a circle.