

AMENDED AND RESTATED CREDIT AGREEMENT

THE AMENDED AND RESTATED CREDIT AGREEMENT (the "Agreement") dated as of January 9, 2014 between **NI II INC.**, a New York corporation and (the "Borrower"), having an office at 231 West 39th Street, Suite 1002, New York, NY 10018 and **K F PARODA**, New York Branch (the "Bank") located at One Park Avenue, New York, New York 10016.

WITNESSETH

WHEREAS, the Borrower presently enjoys certain overdraft credit facility (the "Existing Overdraft Facility") in the aggregate principal sum of seven hundred thousand Dollars (\$700,000.00);

WHEREAS, the Borrower has requested the Bank to allow, in addition to the Existing Overdraft Facility, a certain credit facility by way of Demand Loans (as such term is defined below) in the principal sum of two hundred thousand Dollars (\$200,000.00); and

WHEREAS, the Bank is willing to extend to the Borrower aforesaid credit facilities on the terms and conditions described herein;

NOW, THEREFORE, in consideration of the premises and the mutual promises and covenants herein, the mutual benefits to be derived therefrom and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

ARTICLE I
DEFINITIONS AND ACCOUNTING TERMS

SECTION 1.01. Defined Terms. As used in this Agreement, the following terms have the following meanings and, unless otherwise indicated, terms defined in the singular have the same meaning when used in the plural and vice-versa:

"Account Receivable" or **"Account"** means the account receivable of the Borrower and further has the meaning given to such term in Article 9 of the New York Uniform Commercial Code as in effect on the date hereof and as hereafter amended or modified.

"Accounts Receivable Insurance" means the insurance policy issued by a reputable insurance company insuring Accounts Receivable.

"Advance" means any and all amounts allowed by the Bank or due under this Agreement.

"Affiliate" means any Person (a) that directly or indirectly controls, or is controlled by, or is under common control with the Borrower; (b) that directly or indirectly