

FIRST AMENDMENT OF LEASE AGREEMENT

The Lease dated November 13, 2012 for Room 312 on the third (3rd) floor in the building known as 295 Fifth Avenue, New York, NY is hereby amended as follows between:

MANHATTAN PROPERTIES COMPANY
As "Landlord"

And

Jay Franco & Sons, Inc.
As "Tenant"

1. Tenant shall take possession of Room 318 (bays 18-21) on October 1, 2013.
2. Tenant will be responsible for all electric charges from the possession date.

Effective December 1, 2013:

1. *Article 38B* – *Base Rent* shall be changed from \$643,000.00 per annum (\$53,600.00 monthly) to \$943,000.00 per annum (\$78,600.00 monthly).
2. *Article 39A (3)* - *Escalations* shall be changed from 16,080 sq. feet to 23,580 sq. feet.
3. *Article 39A (4)* - *Escalations* shall be changed from 2,797% to 4,101%.
4. *Article 39A (13) Fuel multiple* shall be changed from 16,080 to 23,580.
5. *Article 44:* The following sentence is to be added as follows:
For purposes of Article 44, the Tenant's percentage is deemed to be 4,101%.


6. *Article 71: Other Items:* shall be added to the Lease as follows:

Tenant shall receive a base rent credit of \$50,000.00 in the month of December, 2013.

All other terms and provisions of this Lease remain in full force and effect.

AGREED:

MANHATTAN PROPERTIES COMPANY


Louis Lombardi, Jr., President & CEO

JAY FRANCO & SONS, INC.


Joe N. Franco, President

Dated : 9/24/13