

[REDACTED] LLC
(an [REDACTED] limited liability company)

MANAGER AGREEMENT

[REDACTED]

THIS MANAGER AGREEMENT (this "Agreement"), to be effective as of December 5, 2011 (the "Effective Date"), is by and between [REDACTED] LLC, an [REDACTED] limited liability company (the "Company"), and [REDACTED] ("Manager").

The Company and the Manager are collectively referred to herein as the "parties" and each as a "party".

W I T N E S S E T H :

WHEREAS, the Company is a new enterprise seeking to develop and expand its business and opportunities in the field of [REDACTED] and related [REDACTED] (the "Business").

WHEREAS, Manager has knowledge and expertise in general business development matters and is willing to assist the Company in connection with such Business on the terms set forth herein.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Company Management:

Manager agrees to:

- (a) Accept appointment as a Manager of the Company as of the Effective Date;
- (b) Help manage the Company in accordance with best industry practices, sound business judgment and in accordance with the terms of the Company's Operating Agreement;
- (c) Help the Company secure [REDACTED] related to the Business and/or [REDACTED] or any combination thereof;

Initials for Company: [REDACTED]

Initials of Manager: [REDACTED]