

Assignment and Assumption of Limited
Liability Company Interest - KGN Associates, LLC

In consideration of the sum of \$1.00 receipt of which is hereby acknowledged, Linda Robin Kober, Trustee of the Bernice Klein Revocable Living Trust dtd 10/9/01 ("Assignor") as a Member of the KGN Associates, LLC (the "Company"), hereby assigns Thirty Three and one third (33 1/3%) percent of it's interest in the Company to Linda Robin Kober, Bettina Iris Rabinowitz and Jules Mark Klein, each as to a 11.11% interest ("Assignee") of the Net Profits in the Company as defined by the Operating Agreement of KGN Associates, LLC a copy of which Assignee acknowledges having received and read.

Subject to the acceptance of this assignment and assumption by the LLC, Assignee shall become: (i) substitute member in the company to the extent of the assignment; (ii) entitled to receive from the LLC (at the time, in the manner, and upon the conditions set forth in the Operating Agreement) repayment as a contribution to the LLC of the aforesaid sum paid to Assignor; and (iii) entitled to receive payments of an amount equal to their proportionate share as listed above of the distributions of the LLC.

The Assignee, by execution hereof, agrees to assume Assignor's proportionate share of the obligations, to the same extent as if the Assignee had been an original Member and agrees to pay all of the liabilities and obligations imposed upon a Member of the LLC under the Operating Agreement, including the obligation to repay in the manner set forth in the Operating Agreement any contributions returned or Net Profits distributed to any Member of the LLC.

IN WITNESS WHEREOF, the parties have executed this agreement as of the
18th day of Feb., 2011.

ASSIGNOR:

ASSIGNEE:

The Bernice Klein Revocable Living
Trust dtd 10/9/01

By:

Linda Robin Kober, Trustee
Linda Robin Kober, Trustee

Linda Robin Kober
Linda Robin Kober

Bettina Iris Rabinowitz
Bettina Iris Rabinowitz

Jules Mark Klein
Jules Mark Klein

