

**EXHIBIT B**

## **EXCHANGE AGREEMENT**

**EXCHANGE AGREEMENT**, dated as of April 6, 2016 ("Agreement"), by and between Gold Eagle Real Estate LLC, a New York limited liability company ("GERE"), and New Sunrise America LLC, a New York limited liability company ("NSA"), Xiao Jing Qu, Xien Huang, and Jian Jin.

**WHEREAS**, NSA, Xiao Jing Qu, Xien Huang, and Jian Jin are members (each, a "Member" and collectively, the "Members") of Northern Star Management LLC, a New York limited liability company ("NSM").

**WHEREAS**, the Members hold the respective percentage membership interests in NSM as set forth on Exhibit A attached hereto (collectively, the "NSM Membership Interests").

**WHEREAS**, the Members and GERE desire that the Members exchange their NSM Membership Interests for an aggregate 100% membership interest in GERE, as set forth on Exhibit A attached hereto (collectively, the "GERE Membership Interest").

**NOW, THEREFORE**, the parties agree as follows:

1. **Exchange.**

1.1 Each of the Members and GERE hereby agree that the respective NSM Membership Interests are exchanged for the respective GERE Membership Interests. As a result of the foregoing exchange, GERE shall become the owner of the NSM Membership Interests, and the Members shall become the owners of the respective GERE Membership Interests.

2. **Miscellaneous.**

2.1 This Agreement sets forth the entire agreement and understanding among the parties as to the subject matter thereof and merges and supersedes all prior discussions, agreements and understandings of any and every nature among them with regard thereto.

2.2 This Agreement shall not be changed, modified or amended except by a writing signed by the party to be charged, and this Agreement may not be discharged except by performance in accordance with its terms or by a writing signed by the party to be charged.

2.3 This Agreement shall be binding upon and inure to the benefit of the parties hereto and to their respective successors, assigns and legal representatives.

2.4 This Agreement and its validity, construction and performance shall be governed in all respects by the laws of the State of New York, applicable to agreements to be performed wholly within the State of New York.

2.5 The headings in this Agreement are inserted only as a matter of convenience, and in no way define, limit, extend or interpret the scope of this Agreement or of any particular section.

2.6 All references to the neuter gender herein shall likewise apply to the masculine or feminine gender as and where applicable, and vice-versa.

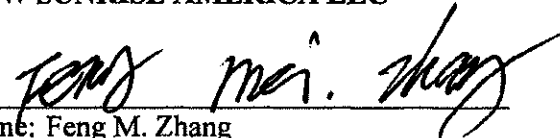
2.7 This Agreement may be executed in counterparts, each of which shall be deemed to be an original and all of which together shall constitute one instrument. Signatures transmitted herein via facsimile or other electronic image shall be deemed original signatures.


**IN WITNESS WHEREOF**, the parties have executed this Exchange Agreement as of the day first above written.

**GOLD EAGLE REAL ESTATE LLC**

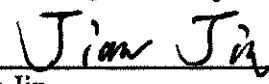
By:   
Name: Tian Ji Li  
Title: Operating Manager

**NEW SUNRISE AMERICA LLC**

By:   
Name: Feng M. Zhang  
Title: Member

  
Xiao Jing Qu

  
Xien Huang

  
Jian Jin

**EXHIBIT A**

**MEMBERSHIP INTERESTS**

<u>Member</u>	<u>NSM Membership Interest</u>	<u>GERE Membership Interest</u>
New Sunrise America LLC	21.0%	31.3432836%
Xiao Jing Qu	18.5%	27.6119403%
Xien Huang	16.0%	23.8805970%
Jian Jin	<u>11.5%</u>	<u>17.1641791%</u>
	<u>67.0%</u>	<u>100.0%</u>