

# Exhibit D

AGREEMENT

This Agreement dated November 19, 2013 between Loraine Kinyk ("Kinyk") and Darlene Hart ("Hart") sets forth their understanding of their rights and interests in the profits and losses resulting from operation of 519 East 6 Street LLC ("LLC").

For the purpose of securing a mortgage for the building at 519 East 6 Street, New York, New York, and because of her poor credit report, Hart assigned her ownership interest in the LLC to Kinyk, giving Kinyk a 100% interest in the LLC, and Kinyk personally guaranteed repayment of the loan to Customers Bank in the amount of One Million Five Hundred Seventy Five Thousand (\$1,575,000.00) Dollars.

Notwithstanding the Assignment of Ownership Interest dated November 19, 2013, and the Amended Operating Agreement dated November 19, 2013, the parties agree that they remain equal partners in the LLC sharing equally any profits or loss from the operation of the LLC.

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DARLENE HART

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LORRAINE KINYK