

April 30, 2020

John J. Kelly, Jr.
All-Circo, Inc.
616 Enterprise Drive
Suite 102A
Oak Brook, IL 60523

Re: Amendment to Consulting Agreement between All-Circo, Inc. and NORESKO dated August 1, 2019.

Dear John:

As you know, recent travel restrictions, social distancing mandates, and state-wide shelter-in-place notices have significantly reduced business development opportunities across the country and beyond. In an effort to address these impacts while still maintaining strong relationships with our important partners, NORESKO has been working with All-Circo on adjustments to our existing Consulting Agreement. Based on conversations between you and NORESKO's Vice President of Sales, Bill Foster, this letter is intended to memorialize a reduction of the Consulting Agreement.

As such, effective as of May 1, 2020, "Article II of the Consulting Agreement is revised to reduce monthly compensation from \$15,000 to \$5,000, with all other terms and conditions remaining unchanged and in full force and effect." Please indicate All Circo's agreement to this Amendment by signing below and returning a copy of this fully-signed letter amendment to me at your earliest convenience.

NORESCO looks forward to cancelling or otherwise modifying this fee reduction as soon as possible once certain business development restrictions are listed, and will keep you apprised of developments. Should you have any questions in the interim, please don't hesitate to contact me.

Respectfully,

Adam Nee:

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F2F7D000003297

NORESCO, LLC

Adam Nee

Vice President and General Counsel

Digitally signed by Adam Nee
AS: 807C060516668F2F7D000003297
DN: CN = Adam Nee,
AD = 807C060516668F2F7D000003297 C = US, o =
U.S. Government, ou = NSA, email = adam.nee@noresco.com
Date: 2020.04.30 14:18:26 -0400

Agreed to by:

All Circo, Inc.

Name:

John J. Kelly, Jr.

Title:

PRESIDENT