



June 05, 2014

This Memorandum of Understanding (“MOU”) is between OCCR Enterprises, L.L.C., c/o the Cordish Companies, 601 E. Pratt Street, Baltimore MD 21202 (“OCCR”) and Bright Horizons Family Solutions LLC (“Bright Horizons”) (collectively, “the Parties”).

OCCR intends to bid on the right to build and operate a casino in Orange County, New York (“Casino”), and if required by the New York Gaming Commission, to include an on-site childcare center (“Center”). Bright Horizons hereby states its interest in providing development and management services for such Center. In the event that OCCR is selected as the successful bidder and is notified that it will be awarded a license by the State of New York to operate the Casino, the Parties will enter into good faith negotiations within forty-five days of OCCR’s notification on a definitive agreement for Bright Horizons to provide development and management service for the Center. The Parties agree that Bright Horizons shall have the exclusive right, for a period of one hundred twenty (120) days following notification by OCCR, to negotiate such agreement. If no on-site childcare center is required by the New York Gaming Commission or the Parties fail to reach an agreement on the terms of a definitive agreement within the time established herein, there shall be a mutual release by each Party to the other of any and all obligations hereunder.

In the event that OCCR is not awarded a casino license to operate the Casino by the New York Gaming Commission or Bright Horizons does not meet any state requirements to provide the contemplated services to the Casino, then in such event neither party will have any liability or obligation to the other.

Bright Horizons is a publicly traded company, licensed to do business in the State of New York. There are no judgments, actions, or liabilities, either past or present, which would have any material effect on our ability to conduct business or impact the terms of an agreement with OCCR. Bright Horizons understands that the terms of this MOU are subject to Bright Horizons being qualified as a vendor by the New York Gaming Commission and/or other applicable State agencies and all suitability requirements of the State of New York. The Parties certify that their signatories below have the requisite authority to enter into this MOU and to bind their respective parties to its terms.

Please sign and date this Letter in the space provided below to confirm the mutual agreements set forth in the Letter and return a signed copy to the undersigned by **June 5, 2014**. We look forward to collaborating with OCCR on this exciting project.

Very truly yours,

**Bright Horizons Family Solutions LLC**

By:  
Name: Stephen Dreier

Title: Chief Administrative Officer

Acknowledged and agreed to this 5th day of June, 2014.

**OCCR Enterprises, L.L.C.**

By: \_\_\_\_\_

Name: Joseph Weinberg

Title: Authorized Member