

FIRST AMENDMENT TO OPERATING AGREEMENT

OF

CWCLA PROPERTIES LLC

a California limited liability company

THIS FIRST AMENDMENT TO OPERATING AGREEMENT OF CWCLA PROPERTIES LLC dated as of June 1, 2018, (“Amendment”) is made by CITIZENS OF THE WORLD CHARTER SCHOOLS - LOS ANGELES, a California nonprofit public benefit corporation (“Assignor”), and CWCLA SUPPORT CORPORATION, a California nonprofit public benefit corporation (“Assignee”).

WHEREAS, Assignor entered into an Operating Agreement (the “Agreement”) for CWCLA Properties LLC, a California limited liability company (the “Company”) effective as of April 5, 2017;

WHEREAS, Assignor has assigned and transferred to Assignee all of Assignor’s right, title and interest in, and Assignor’s interest as the sole member of, the Company;

WHEREAS, Assignee has accepted the above-described right, title and interest in the Company and assumed the obligations of the sole member of the Company; and

WHEREAS, Assignor and Assignee desire to amend the Agreement to substitute Assignee for Assignor as the sole member of the Company;

NOW, THEREFORE, Assignor and Assignee amend the Agreement as follows:

1. Effective from and after the date of this Amendment, Assignee shall be the Sole Member of the Company, and all references in the Agreement to the Sole Member shall be deemed references to Assignee, provided that Assignor shall remain the Manager of the Company until removed or replaced as provided in Section III.1.3 of the Agreement.

2. Exhibit A to the Agreement is amended to read as follows:

EXHIBIT A

Sole Member

CWCLA Support Corporation
5371 Wilshire Boulevard, Suite 200
Los Angeles, California 90036

(Signature page follows)

IN WITNESS WHEREOF, Assignor and Assignee have executed this Amendment as of the date first written above.

Assignor:

**CITIZENS OF THE WORLD CHARTER
SCHOOLS LOS ANGELES**

By: _____

Name: Mark Kleger-Heine

Title: Executive Director

Assignee:

CWCLA SUPPORT CORPORATION

By: _____

Name: Claudia Lima

Title: President