
From: David Mitchell <[REDACTED]>
Sent: Tuesday, January 7, 2014 8:16 PM
To: Jeffrey Epstein
Subject: <no subject>

Dear Jeffery
Happy New Year again,
I will see you on Friday morning

I just tried you but Lesley told me someone just arrived for a meeting=/div>

In brief I wanted to update you on the fundraising in Adfin

1. We completed a \$2 million convertible placement with Cantor Ventures at=the end of the year,
2. The Company needed the cash sooner than was p=anned
3. Cantor is doing another \$4 million in April targeting = \$16-18 million valuation(100-120% higher than what we paid)
4. Sepa=ate from Cantor effort I am also trying to raise money at higher than \$18 =illion valuation (Cantor can match this as they have ROFR)

The terms of the \$2 million in very high level bullet point are; =/div>

- * Convertible in to AdFin stock at the lower of 50% higher than we invest=d at or the valuation of the B round (see above)
- * If and when they =convert they get a board seat (we will have to increase board to 7 people a= we have 5 now)
- * Carries an 8% coupon
- * Note due in one year=/li>
- * All shares that they receive have no other special terms

*I have an agreement with Jonathan Leitersdorf ,which I am in the proc=ssing now, that he will always vote with us in the event that Cantor conve=ted.Currently we have an agreement which is in effect that either two of t=e three of us (JEE,JL or DJM) could block certain actions of the Company

Darren Indyk and I spent some time with the Company counsel going over=the details of the transaction

Will give you more color on Friday,
David

PLEASE NOTE NEW ADDRESS:

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oldings