

To: Jeffrey Epstein[jeevacation@gmail.com]
From: Adam Bly
Sent: Mon 8/30/2010 3:57:33 PM
Subject: terms

what do you think?

Company	Seed Media Group LLC
Investor	Hirth Family LLC
Investment Amount	\$1,000,000
Security	Secure Convertible Debenture (the "Debenture") convertible at the holder's option into Senior Preferred shares representing 51% of the Company
Liquidation Preference	First priority
Use or Proceeds	Working capital
Board of Directors	Concurrent with closing, the Company's Board of Directors shall be restructured with five (5) seats, as follows: Two (2) seats for the Investor, one (1) seat for Innovium, one (1) seat for Walnut, and one (1) seat for the Founder
Conversion of Shareholder Loans	Concurrent with closing, Walnut/Hauser shall convert its Series B Extension Notes into Preferred shares and Innovium/Brookfield shall convert its 2010 Bridge Loans into Preferred shares
Conditions of Closing	<ul style="list-style-type: none">- Unanimous consent resolution from the Board of Directors approving the transaction- Necessary shareholder approvals- Amendment of necessary corporate documents- Satisfactory completion of due diligence- Management's presentation of a 1-year budget and business plan
Closing Date	September 15