

To: Jeffrey Epstein[jeevacation@gmail.com]
From: [REDACTED]
Sent: Fri 3/19/2010 12:09:12 PM
Subject: Healthcare Deal

Binding Offer Letter from strategic investor (UK listed):

- \$3m cash to me
- \$16m into the business (\$8m, then quarterly \$2m)
- they receive 50+1% shares
- I am protected via reserved matters
- any non-core JVs I set up below holding they can only hold max 40% and me the rest - Euro 100k/ year Chairman fee for me
- no min time commitment for me, free to do other business in operational capacity (ie fund)

In addition:

- advisory mandate for me to help their other businesses outside the deal in China - no min. time commitment from me
- terms still negotiated, current offer from them: 40% of new sales, 20% of renewals (ie subscriptions) + \$100k/year retainer

Will send you offer letter and side letter when next version arrives

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