

To: JEFFREY EPSTEIN[jeeproject@yahoo.com]
From: TOMMY MOTTOLE
Sent: Thur 10/22/2009 5:27:46 PM
Subject: Fwd: O.N.E. Board offer
TM offer.PDF

Jeffrey..as per our discussion

Begin forwarded message:

From: [REDACTED]
Date: October 22, 2009 10:01:29 AM EDT
To: TOMMY MOTTOLE + [REDACTED]
Subject: FW: O.N.E. Board offer

From: Farell, Michael [REDACTED]
Sent: Thursday, October 22, 2009 8:22 AM
To: TM
Subject: O.N.E. Board offer

Tommy,

Everyone on the O.N.E Board is aligned on nominating you as the independent director. We have structured the proposal as a two year term and the compensation aligned with that term (allows for faster vesting than would otherwise be possible consistent with the company plan) and then can revisit a second two year term at the appropriate time. The incentive units would be granted at the current valuation of \$26.67 million.

In addition, while I have not included it in the letter, we would be open to you investing along side Catterton in the second tranche schedule for April. That tranche will be at a \$40 million valuation. The third tranche scheduled for later in 2010 (the final part of PBG and Catterton's current commitment) will be at an \$80 million valuation. While you should feel no obligation to invest along side of us, we believe the second tranche is a highly attractive participating preferred security. Accordingly, you get you return of principle followed by participation in the equity ownership. In addition, it has an 8% accruing dividend.

I am on the road but will be back tomorrow afternoon. Once you have had a chance to review, let me know and we can set up a time to discuss details.

Michael Farell
Partner | Catterton Partners | [REDACTED]
www.cpequity.com