

**To:** JEFFREY EPSTEIN[jeeproject@yahoo.com]  
**From:** TOMMY MOTTOLA  
**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 MOTTOLA [REDACTED]  
**Subject:** FW: O.N.E. Board offer

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**From:** Farello, 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 Farello  
Partner | Catterton Partners | [REDACTED]  
[www.cpequity.com](http://www.cpequity.com)