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**From:** jeffrey E. <jeevacation@gmail.com>  
**Sent:** Wednesday, February 24, 2016 12:45 PM  
**To:** Dangene and Jennie Enterprise  
**Subject:** Re: thanks for the email earlier

my original idea

<=iv class="gmail\_quote">On Wed, Feb 24, 2016 at 1:20 PM, Dangene and Jennie Enterprise <[REDACTED]> [REDACTED] target=> wrote:

had a great call with Russ and Nick last night and we all agreed that the best path forward is to create an entirely different structure that would accomplish the following - get money to buy RFR out but do it in an entity that doesn't touch legacy companies and then create some synthetic equity to connect that entity to NY - same result different mechanism ... one idea that we started to explore between the morning call and the evening call that we ran by them is the following ( just an example of one way to shape it ... our lawyers are out of the country for meetings over the next few days but we expect to get them something early next week ) Also Russ said that they could move quickly on this because all their tax issues go away ....

- =C2 a. Jennie & Nathan establish a NewCo (outside the entire TCC universe)
- b. =C2 TCCI (through TCC IP) signs an agreement with NewCo to grant it a perpetual exclusive license to all the CORE: IP
- c. =C2 Funds flow into TCC IP or TCCI as necessary/required.
- d. =C2 TCCI upon receipt of the funds, pays RFR/AES as per the terms of the current agreements being drafted between the parties.
- e. =C2 All NY COD related issues are dealt with as appropriate and not subject to the new venture (i.e. in the best interest of the company and owner (JE))

LOVE YOU

CORE: Jennie Enterprise |  
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JEE

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