
From: DS <[REDACTED]>
Sent: Monday, July 29, 2013 11:48 PM
To: Jeffrey Epstein
Subject: Fwd: RE: RE: Re:

Begin forwarded message:

From: Adam Goldston <[REDACTED]> >=br>Date: 30 July
2013 00:07:51 GMT+08:00
To: "[REDACTED]" >
Subject: RE: RE: Re:=br>

David:

I am working with Dr. Merki's international tax expert to figure out what jurisdiction will work for us. Of course the securities laws in the jurisdiction we together decide upon will dictate structure.

Depending upon the laws in the jurisdiction, I would propose a convertible preferred structure, converting into 17.5% of the common and a liquidation preference equal to 10% of the investment.

Please let me know if that is acceptable and we can proceed.

Thank you.

From: Adam Goldston <[REDACTED]> >
Date: Fri, 26 Jul 2013 18:03:00 +0000
To: DS <mailto:[REDACTED]> >
Subject: RE: RE: Re:

We can take the diligence/professional fees off the table.

Dr. Merkin wants to be structurally senior to your common equity. Also, when you and he discussed structure, I'm not sure he knew that there was US\$16m debt ahead of everyone which results in an unconventional structure for a start-up.

Do you have suggestions as to a security that will suffice your objectives and ours?</=>

Thank you.

From: DS [mailto: [REDACTED]]
Sent: Friday, July 26, 2013 9:42 AM
To: Adam Goldston
Subject: Re: RE: Re:

Adam,

Thanks for sending the term sheet draft.

Before we address any other points I would like to clarify the key issues:

I agreed an equity investment with Dr Merkin (US\$5m for 17.5%) and not an 8 percent note with warrants.

We also never discussed my paying your due diligence and professional fees and this is not part of our understanding.

Please let us agree on this asap and then move forward.

Thanks
David

On 26 Jul 2013, at 07:06, Adam Goldston < [REDACTED] > wrote:

David;

Attached please find our proposed term sheet. Please note that we would like to discuss the jurisdiction of the holding company.

I am available to discuss the attached at your convenience.

Best.

From: David Stern [redacted]
Sent: Tuesday, July 23, 2013 5:02 AM
To: Adam Goldston
Subject: Re:

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Here is the language as discussed.

Thanks

David

<p>

<p>

A signed agreement between Asia Gateway Healthcare Information Technology and any governmental party under the jurisdiction of the Ministry of Human Resources and Social Security of the P. R. China, having a value of no less than RMB 1 million, for use of the Asia Gateway Healthcare Insurance Information Processing And Analytics System.

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On 23 Jul 2013, at 00:51, Adam Goldston wrote:

I am sure you recall that you are providing me with language regarding the contingency that must be met in order to complete the financing.

Thank you.

<p>

<p>

From: David Stern [mailto:[redacted]]
Sent: Monday, July 22, 2013 2:15 PM
To: Adam Goldston Subject: Re: >

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Adam,</=>

Please see attached the N=A with three changes.

Thank you

David</=>

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On 21 Jul 2013, at 18:41,=Adam Goldston wrote:

Attached please find an NDA.</=pan>

Thank you.

<=p>

From: [REDACTED]
<mailto:[REDACTED]>

Sent: Friday, July=19, 2013 7:19 PM
To: Adam Goldston<=r> Subject: Re: Re:</=pan>

Adam

Very good meeting you. Let us aim to get everything to a stage that it becomes just admin for the
l=wyers by Aug 19.

Please send me the NDA and updated term sheet. I will send you language for f=rst contract deliverable.
Any questions please let me know.

My cell: [REDACTED]

Thanks

David

From: Ad=m Goldston <[REDACTED]>

Date: Fri= 19 Jul 2013 00:29:06 +0000

To: [REDACTED]
target="_blank">

Subject:

<=p>

Dr. Merkin wants to move the meeting to 11am. Does that work? Please call my mobile phone when you are available.

[REDACTED]

<=p>

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From: [REDACTED]

Sent: Thursday, July 18, 2013 4:08 AM

To: Adam Goldston; Richard Merkin M.D.

Subject: Re:

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Sorry for typos, strict security is telling me off not to use phone so typing is tricky...

From: Adam Goldston [REDACTED]

Date: Thu, 18 Jul 2013 10:58:29 +0000

To: [REDACTED]; Richard Merkin M.D. [REDACTED]
<mailto:[REDACTED]>

ReplyTo:

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Noon Pacific works</=:p>

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[REDACTED]</=pan>

Thanks<=p>

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<=p>

Sent via the Samsung Galaxy S™III, an AT&T 4G LTE smartphone

[Redacted]

>=span class="xapple-converted-space"> wrote:=/p>

Dear Dick

I am now on my way to LA, arriving today (Thursday) early evening.

May I suggest to give Adam a call either in the evening or tomorrow morning to fill him in as requested?

Adam, what time works for you for a call?

All the best

David

From: Richard Merkin <[Redacted]>

Date: Wed, 17 Jul 2013 13:36:08 -0700

To: David Stern <[Redacted]>

Cc: Adam Goldston ([Redacted])
<mailto:[Redacted]>

Subject:

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David,

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Looking forward to Friday. I've asked one of my team members, Adam Goldston, to join us. I am out of the office and haven't been able to discuss with him the details of what we are trying to do in China. I did send him the term sheet. Can you please send to him an update what we are trying to accomplish and the history of the company with China?

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Adam is CC'd on this email.

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Thanks.

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<AG Heritage NDA.doc>

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<AG Term Sheet 7_25.docx>

