

ADFIN SOLUTIONS, INC.

**AMENDMENT TO
RIGHT OF FIRST REFUSAL AND CO-SALE AGREEMENT**

This AMENDMENT TO RIGHT OF FIRST REFUSAL AND CO-SALE AGREEMENT (this "Amendment") is entered into as of April 5, 2013 by and among AdFin Solutions, Inc., a Delaware corporation (the "Company"), the undersigned holders of the Company's Series A Preferred Stock, (the "Preferred Holders"), and the undersigned holder of the Common Stock of the Company (the "Common Holder") for the purpose of amending that certain Right of First Refusal and Co-Sale Agreement, dated December 28, 2012 (the "Agreement"), by and among the Company and the stockholders of the Company set forth on Schedule A attached thereto. Capitalized terms used in this Amendment shall have the same meanings given to them in the Agreement unless otherwise indicated.

RECITALS

A. Section 9(d) of the Agreement provides that the Major Investors holding at least ninety percent (90%) of the shares of Common Stock issuable or issued upon conversion of the Series A Preferred Stock issued to all Major Investors and Common Holders with the Company's written consent may amend the Agreement.

B. The Company, the Major Investors who hold at least ninety percent (90%) of the shares of Common Stock issuable or issued upon conversion of the Series A Preferred Stock issued to all Major Investors and Common Holders now desire to amend the Agreement as set forth below.

AGREEMENT

Therefore, pursuant to Section 9(d) of the Agreement, the Company, the Major Investors who hold at least ninety percent (90%) of the shares of Common Stock issuable or issued upon conversion of the Series A Preferred Stock issued to all Major Investors and Common Holders, hereby agree as follows:

1. The section of the Agreement, which previously read as follows:

"This Right of First Refusal and Co-Sale Agreement (this "*Agreement*") is made as of the date first set forth above, by and among AdFin Solutions, Inc., a Delaware corporation (the "*Company*"), Jonathan Leitersdorf (the "*Common Holder*"), and the purchasers listed on the Schedule of Purchasers to that certain Series A Preferred Stock Purchase Agreement (the "*Purchase Agreement*") who are purchasing more than six hundred thousand (600,000) shares of Series A Preferred Stock pursuant to the Purchase Agreement (the "*Major Investors*")."

is hereby amended and restated in its entirety to read as follows:

“This Right of First Refusal and Co-Sale Agreement (this “**Agreement**”) is made as of the date first set forth above, by and among AdFin Solutions, Inc., a Delaware corporation (the “**Company**”), Jonathan Leitersdorf (the “**Common Holder**”), and the purchasers listed on the Schedule of Purchasers to that certain Series A Preferred Stock Purchase Agreement (the “**Purchase Agreement**”) who are purchasing more than one hundred fourteen thousand (114,000) shares of Series A Preferred Stock pursuant to the Purchase Agreement (the “**Major Investors**”).”

2. Section 9(d) of the Agreement, which previously read as follows:

“(d) **Amendment.** This Agreement may be amended only by a written instrument executed by the Company, Major Investors who beneficially own at least a ninety percent (90%) majority of the shares of Common Stock issuable or issued upon conversion of the Series A Preferred Stock issued to all Major Investors, and Common Holders who beneficially own at least a majority of the shares of Common Stock owned by all Common Holders.”

is hereby amended and restated in its entirety to read as follows:

“(d) **Amendment.** This Agreement may be amended only by a written instrument executed by the Company, Major Investors who beneficially own at least a sixty six percent (66%) majority of the shares of Common Stock issuable or issued upon conversion of the Series A Preferred Stock issued to all Major Investors, and Common Holders who beneficially own at least a majority of the shares of Common Stock owned by all Common Holders.”

3. Section 9(b) of the Agreement, which previously read as follows:

“(b) **Waiver.** The application of the Right of First Refusal and Right of Co-Sale as to any proposed Transfer by any Common Holder or Major Investor of any Stock may be waived (either generally or in a particular instance and either retroactively or prospectively) only by the written agreement of the Company and Major Investors who beneficially own at least a ninety percent (90%) majority of the Common Stock issuable or issued upon conversion of the Series A Preferred Stock issued to all Major Investors; *provided, however*, that such rights may not be waived with respect to any Investor without the written consent of such Investor unless such amendment or waiver applies to all Investors in the same fashion. The Company and the Major Investors will have the absolute right to exercise or refrain from exercising any right or rights that such party may have by reason of this Agreement, including, without limitation, the right

to purchase or participate in the sale of Offered Stock, and neither the Company nor the Major Investors will incur any liability to any other party hereto with respect to exercising or refraining from exercising any such right or rights. Any waiver by a party of its rights hereunder will be effective only if evidenced by a written instrument executed by such party or its authorized representative.”

is hereby amended and restated in its entirety to read as follows:

“(b) **Waiver.** The application of the Right of First Refusal and Right of Co-Sale as to any proposed Transfer by any Common Holder or Major Investor of any Stock may be waived (either generally or in a particular instance and either retroactively or prospectively) only by the written agreement of the Company and Major Investors who beneficially own at least a sixty six percent (66%) majority of the Common Stock issuable or issued upon conversion of the Series A Preferred Stock issued to all Major Investors; *provided, however*, that such rights may not be waived with respect to any Investor without the written consent of such Investor unless such amendment or waiver applies to all Investors in the same fashion. The Company and the Major Investors will have the absolute right to exercise or refrain from exercising any right or rights that such party may have by reason of this Agreement, including, without limitation, the right to purchase or participate in the sale of Offered Stock, and neither the Company nor the Major Investors will incur any liability to any other party hereto with respect to exercising or refraining from exercising any such right or rights. Any waiver by a party of its rights hereunder will be effective only if evidenced by a written instrument executed by such party or its authorized representative.”

2. Except as amended hereby, the Agreement remains in full force and effect.
3. This Amendment shall be governed in all respects by the internal laws of the State of New York, without reference to principles of choice of law.
4. This Amendment may be executed in any number of counterparts, each of which shall be an original, but all of which together shall constitute one instrument.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, each of the parties hereto has executed this Amendment to Right of First Refusal and Co-Sale Agreement as of the date first set forth above.

COMPANY:

ADFIN SOLUTIONS, INC.

By: 
Jeanne Houweling
President & CEO

COMMON HOLDER:

JONATHAN LEITERSDORF

By: _____
Name: Jonathan Leitersdorf

PREFERRED HOLDERS:

JONATHAN LEITERSDORF

By: _____
Name: Jonathan Leitersdorf

DAVID J. MITCHELL

By: _____
Name: David J. Mitchell

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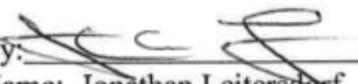
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