

From: ehbarak <[REDACTED]>
To: Epstein Jeffrey <Jeevacation@gmail.com>
Subject: Fwd: W8848633-V003 Agreement - LLP - Revised Draft - 15122015[1]
Date: Fri, 22 Jan 2016 15:55:50 +0000

Hi Jeff
FYI. I'll call you later this weekend. We have to complete it in some nine days. Nicole is IN.
Best
EB

Sent from my iPhone

Begin forwarded message:

From: Udi Knaani <[REDACTED]>
Date: 22 January 2016 at 16:49:00 GMT+2
To: "[REDACTED]" <[REDACTED]>
Subject: Fwd: W8848633-V003 Agreement - LLP - Revised Draft - 15122015[1]

אהוד שלום,
ראה מייל ששלחתי לדארן אתמול. אולי כדי שתדבר עם ג'פרי כדי לקדם את העניין?
כמו כן, שלחתי היום טיוטת הסכם השקעה בשותפות לאלאן (של ניקול). מסמך פשוט שלדעתי טועם את ההבנות.
שבת שלום,
אודי

נשלח מה-iPhone שלי

תחילת ההודעה שהועברה:

מאת: Udi Knaani <[REDACTED]>
16:21:37 בשעה 21 בינואר 2016 GMT+2
אל: Darren Indyke <[REDACTED]>
עותק: Tomer Toor <[REDACTED]>
נושא: W8848633-V003 Agreement - LLP - Revised Draft - 15122015[1]

Darren,
Thank you. We are all well and waiting for our ski vacation next week in France.
As for your comments for the draft, I would like to divide them to 4 categories:

1. Wording and small legal clarifications – needless to write that your English is much better than mine so I will accept and thank you for all those comments and amendments.
2. Southern and the holders of 100% of the Preferred rights – you made many changes referring to Southern's rights, but when we wrote the draft, we were thinking of the highly probable investment of Nicole Junkermann (the coming 500k).

My understanding is that our clients agreed with NJ that she will get the opportunity to provide those 500K and by doing this she will get 33.333% of the Preferred rights. After this, she and your client, shall have a pro-rata rights as Preferred Rights holders. I am sure that if you will read again my draft and take into account such

new investment in the LLP, you will agree that it is much more easier than handling this new investment with your suggested wording that is more suitable (in my opinion) to a situation that your client is the only Preferred Rights holder. I don't think we have any commercial issue here but this is about the best/easiest way to structure the agreement, assuming we will have a new investor in the LLP in the coming week.

3. Commercial issues – section 3.1 that is dealing with an additional investment by your client of the \$500K (if we will not close it with Nicole during the coming week). My understanding from EB that it is agreed that it was agreed the Partnership will provide the 500K in a week or two, so inserting those conditions is not relevant. In addition, I understood that it was also agreed that your client trusts EB that he will not call the money (the \$500K) if we will have the investment from Nicole, so the wording we wrote reflects the full trust of your client in EB.
4. Section 3.3 – I am sure that EB considers your client's recommendations in many matters, but from a legal aspect, in order for your client to enjoy the protection of its classification as a limited partner, it can't be involved in any decision. I highly recommend you to avoid this section. We will be happy to accept it but it may harm your status as a limited partner under the Israeli law.

I will be happy to discuss today in order to finalize asap as it is also relevant for the wording of the short investment agreement draft we want to send to Nicole's lawyer.

Thank you and best regards,

Udi

From: Darren Indyke [mailto: [REDACTED]]
Sent: Monday, January 18, 2016 5:35 PM
To: Udi Knaani
Subject: Re: W8848633-V003 Agreement - LLP - Revised Draft - 15122015[1]

Udi,

We are well thank you. I trust it is the same with you and yours.

Sorry for the delay. I was waiting to hear back from Jeffrey while he was traveling, but in the interest of finalizing the agreement promptly, I am sending the attached to you subject to any comments or changes Jeffrey may have. I will be in the office tomorrow if you wish to discuss any of my comments. Thanks, Udi.

Regards,

DARREN K. INDYKE
DARREN K. INDYKE, PLLC
575 Lexington Avenue, 4th Floor
New York, New York 10022

[REDACTED]
email: [REDACTED]