

From: Joi Ito <[REDACTED]>
To: Jeffrey <jeevacation@gmail.com>
Subject: Documents for the New Fund - Neoteny 3
Date: Wed, 18 Feb 2015 20:28:15 +0000



Neoteny 3, LP, c/o Neoteny 3 Management, LLC, c/o Prague & Company, P.C., Fifteen Walnut Street,
Suite 150, Wellesley, MA 02481- Phone: [REDACTED] - Fax: [REDACTED]
E-Mail: [REDACTED] Web: www.neoteny.com

Neoteny 3 fund invitation and documents

Date: February 17, 2015

Dear Jeffrey:

Thank you for your interest in my new fund, Neoteny 3, LP (the "Fund"). Please find enclosed the term sheet, LP agreement and subscription agreement. Please read each of these documents carefully and let me know if you have any questions. If you

are interested in participating, please sign and return the subscription agreement, including each questionnaire at the end of it.

Here are a few key points about the Fund:

- The distributions and carry calculations will be done on a deal by deal basis. This means that there is a chance that limited partners could realize a lower aggregate return than if the Fund was to make distributions on a cumulative basis.
- The general partner will not receive a management fee and the carried interest is 20% (down from 30% on my last fund). Accounting and legal fees will be paid by the Fund directly.
- The Fund will generally invest a maximum of \$250,000 USD per investment and the focus of the Fund will be early stage, venture capital equity or convertible debt investments, and deals lead by known or trusted investors. Key areas of focus include internet software and services, consumer and network hardware, bio engineering and bio technology, and other opportunistic deals that may come in through my network. Some of the deals will be angel rounds and some may be later stage deals or deals that I lead.
- I generally will invest the Fund's money first in any opportunity, but I may co-invest my own money or funds from companies that I am involved in as well.
- In some cases, I will receive equity or fee compensation from the companies in which the Fund invests. I may also take board or advisory board positions with these companies and be compensated outside the Fund for these positions.
- I will invest \$100,000 of my own money into the Fund as a limited partner.
- Although some of the Fund's investments may arise through the MIT Media Lab, the Fund is completely independent of MIT and the MIT Media Lab, and the Fund will have no rights to technology or opportunities arising out of my relationship with MIT or the MIT Media Lab.

Here are a few companies I am currently reviewing as possible initial investments:

- OH2 – A technology to sense molecules – smells – using a device to detect a variety of things, such as the presence of markers produced by cancer. The company has licensed the technology from MIT and the investment is pending conflict of interest clearance from MIT. The investment would be a minority investment in an angel round.
- Wearality – Lens and frames for a virtual reality head-mount display using proprietary lens designs developed at Lockheed Martin by the Chief Innovation Officer, David Smith, and his team. David will spin out with the technology. I currently already have an investment in the company as a convertible note and I am on the board.
- Panoply – Peer-produced mental health. MIT Media Lab graduate startup based on his work at the Media Lab. Round lead by Union Square Ventures.

- Crowd Supply – Crowdfunding and supply chain/distribution management for hardware startups/products.

Please let me know if you have any questions and I look forward to working with you on this new Fund.

Sincerely,

Joichi Ito,

as manager of Neoteny 3 Management, LLC,

the General Partner of Neoteny 3, LP

The files are in this dropbox

folder: [REDACTED]
[REDACTED]

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