

From: "jeffrey E." <jeevacation@gmail.com>

To: ehud barak <[REDACTED]>

Subject: Fwd: Investment Protections

Date: Thu, 09 Oct 2014 19:12:16 +0000

Attachments: Series_5_PREFERRED_Stock_Purchase_Agreement.pdf;
Amended_and_Restated_Articles_of_Incorporation.pdf;
Sixth_Amended_and_Restated_Investor_Rights_Agreement-1.pdf;
Fourth_Amended_and_Restated_Voting_Agreement-1.pdf;
Third_Amended_and_Restated_Right_of_First_Refusal_Agreement-1.pdf

----- Forwarded message -----

From: Darren Indyke <[REDACTED]>

Date: Thu, Oct 9, 2014 at 3:11 PM

Subject: Fwd: Investment Protections

To: Jeffrey Epstein <jeevacation@gmail.com>

DARREN K. INDYKE
DARREN K. INDYKE, PLLC
575 Lexington Avenue, 4th Floor
New York, New York 10022
Telephone: [REDACTED]
Telecopier: [REDACTED]
Mobile: [REDACTED]
email: [REDACTED]

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Begin forwarded message:

From: Darren Indyke <[REDACTED]>

Subject: Investment Protections

Date: September 30, 2014 at 5:33:09 PM EDT

To: "Dr. George Church" <[REDACTED]>

Dear George,

At Jeffrey's request I have attached the following documents which contain exemplary protections that should be built into any financing by Georgarage, LLC:

- Series 5 Preferred Stock Purchase Agreement, which includes
 - time limitations for subsequent financings in the same financing round
 - protective representations and warranties
 - closing conditions
- Amended and Restated Articles of Incorporation, which include
 - dividend preferences
 - liquidation preferences
 - conversion rights
 - anti-dilution adjustments on conversion price
 - special voting as to different series or classes of securities
- Sixth Amended and Restated Investor Rights Agreement, which includes
 - general restrictions on transfer
 - demand registration rights
 - piggy-back registration rights
 - S-3 registration rights
 - Rule 144 reporting obligations of the Company
 - preemptive rights/anti-dilution rights for new issuances of securities by the Company
 - Company financial reporting obligations and investor inspection rights
- Fourth Amended and Restated Voting Agreement, which includes
 - voting rights for different series of securities with respect to electing directors
 - drag along obligations for investors to vote in favor of major transactions (i.e., sale of substantially all of the Company's assets or sale of all outstanding stock) approved by key holders (i.e., Georgarage, LLC)
- Third Amended and Restated Right of First Refusal Agreement, which includes
 - in case of a investor's desire to sell his shares, a right of first refusal in favor of the Company and the other investors

Regards,

Darren Indyke

DARREN K. INDYKE
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575 Lexington Avenue, 4th Floor
New York, New York 10022
Telephone: [REDACTED]
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please note

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