

ADFIN SOLUTIONS, INC.

**SECOND AMENDMENT TO
SERIES A PREFERRED STOCK PURCHASE AGREEMENT**

This SECOND AMENDMENT TO SERIES A PREFERRED STOCK PURCHASE AGREEMENT (this "Amendment") is entered into as of July __, 2013, by and among AdFin Solutions, Inc., a Delaware corporation (the "Company"), and the undersigned holders of the Company's Series A Preferred Stock (collectively, the "Preferred Holders") for the purpose of amending that certain Series A Preferred Stock Purchase Agreement, dated December 28, 2012, as amended by that certain Amendment to Series A Preferred Stock Purchase Agreement, dated April 10, 2013, (the "Agreement"), by and among the Company and the purchasers set forth on Exhibit A attached thereto (the "Purchasers"). Capitalized terms used in this Second Amendment shall have the same meanings given to them in the Agreement unless otherwise indicated.

RECITALS

A. Section 8.1 of the Agreement provides that the Purchasers of a 66% majority of the Securities then outstanding, with the Company's written consent, may amend the Agreement on behalf of all of the Purchasers.

B. The Company and the Purchasers of a 66% majority of the Securities currently outstanding now desire to amend the Agreement as set forth below.

AGREEMENT

Therefore, pursuant to Section 8.1 of the Agreement, the Company and the Purchasers of at least a 66% majority of the Securities currently outstanding hereby agree as follows:

1. Exhibit C of the Agreement is hereby amended and restated in its entirety to read as set forth in Schedule I attached hereto.
2. Except as amended hereby, the Agreement remains in full force and effect.
3. This Second 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 Second 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.

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IN WITNESS WHEREOF, each of the parties hereto has executed this Second Amendment to Series A Preferred Stock Purchase Agreement as of the date first set forth above.

COMPANY:

ADFIN SOLUTIONS, INC.

By: _____
Jeanne Houweling
President & CEO

STOCKHOLDERS:

JONATHAN LEITERSDORF

By: _____
Name: Jonathan Leitersdorf

DAVID J. MITCHELL

By: _____
Name: David J. Mitchell

SOUTHERN TRUST, INC.

By: _____
Jeffrey Epstein, President

SCHEDULE I**Exhibit C****PAYMENT SCHEDULE****“Subsequent Investment Schedule”**

Name of Purchaser	Subsequent Investment Amount	Investment Type	Date
Option But Not Obligation to Purchase			
Jonathan Leitersdorf	\$125,000	Option But Not Obligation to Purchase	Exercise on or before July 31, 2013
David J. Mitchell	\$125,000	Option But Not Obligation to Purchase	Exercise on or before July 31, 2013
Southern Trust Company, Inc.	\$125,000	Option But Not Obligation to Purchase	Exercise on or before July 31, 2013
Gil Mandelzis	\$25,000	Option But Not Obligation to Purchase	Exercise on or before July 31, 2013
Dani Ilani	\$74,160	Option But Not Obligation to Purchase	Exercise on or before July 31, 2013
CVAFH LLC	\$350,000	Option But Not Obligation to Purchase	Exercise on or before July 31, 2013
David J. Mitchell	\$225,280	Option But Not Obligation to Purchase	Exercise on or before August 31, 2013
Southern Trust Company, Inc.	\$225,280	Option But Not Obligation to Purchase	Exercise on or before August 31, 2013
Jonathan Leitersdorf	\$225,280	Option But Not Obligation to Purchase	Exercise on or before August 31, 2013
Total	\$1,500,000		

All of the options listed above may be exercised in whole or in part at the sole discretion of the holder of such options.

Notwithstanding anything to the contrary contained in any prior agreement relating to the options described above, the August 31, 2013 options in favor of David J. Mitchell, Southern Trust Company, Inc. and Jonathan Leitersdorf shall remain in full force and effect as to each Purchaser through August 31, 2013, even if such Purchaser fails to exercise all or part of his or its July 31, 2013 option.