

[9/18/2017 9:39:16 AM] Penn Little: Operating Agreement review and opinion for a letter I need to draft.

This was strategic in nature and not designed for raising capital. Moreover, as a fund, it was designed for a debt only structure on two deals. However, we hit the brakes due to an economic situation in healthcare. We now need a traditional GP/LP fund structure and I need a letter resigning my "Human Capital" units interest, retaining my roles, and asking for capital contributions of over 427k be added.

[9/18/2017 11:46:34 AM] Eric Pope: I have accepted this offer.

[9/18/2017 12:46:47 PM] Eric Pope: Penn,

Thank you for this information. I assume that this is time sensitive? I would suggest a straight dissolution of equity for the holders who have worthless value, especially with the deal itself being dropped and anything remaining transferred to a GP/LP structure maintained by your input solely.

[9/18/2017 1:09:18 PM] Penn Little: Yes sir! Can you draft a letter? But I send it not you?

[9/18/2017 1:09:49 PM] Penn Little: Yes it is then in need to request that the board of managers and the company draft a new agreement that reflects "approximate contributions"

[9/18/2017 1:10:33 PM] Penn Little: Also I need to suggest three structures for equity from the individuals who have no money. Only people in are Alex, Chris, Me, Mike R, and Lindsey E.

[9/18/2017 1:11:17 PM] Penn Little: I want to retain the CEO role here given I have over \$500k in the entity but it's not papered at all and our books haven't been reconciled.

Also is there an immediate need to reconcile books?

[9/18/2017 1:25:30 PM] Eric Pope: Penn,

Given you are the primary holder of invested equity I would say it falls in your hand's whether to reconcile at this moment. I would suggest it holds until the vote and overall transfer of power has taken place.

I will go ahead and draft this with that request included along with the three equity solutions. As noted, with the deal greatly dissolving and their involved equity contributions not sizable, I'd suggest we move for a total abandonment or overall loss of share power.

[9/18/2017 4:03:01 PM] Penn Little: Ok explain abandonment vs dissolution? Also want to word where we preserve team culture.

[9/18/2017 5:24:53 PM] Penn Little: I really appreciate it

[9/18/2017 10:16:26 PM] Penn Little: What's our timeframe?

[9/19/2017 4:33:46 AM] Eric Pope: Penn,

I'll have this completed for you within the next few hours of my office.

Abandonment of the equity would be an abrupt parting at time of signature of certificate turn over. Dissolution would occur slower, at a set amount of days.

- EP

[9/19/2017 5:43:56 AM] Penn Little: Thanks

[10/30/2017 9:51:40 PM] Penn Little: Eric - please email wjackson@bsflp.com a copy of that letter thanks.

After this was provided:

SEE NEXT PAGE