

**DAVID TUFTS - 7-11-12 - ONESCREEN CONVERSATION TRANSCRIBED**

Gregg - Hey boss got a minute

David - Yeah

Gregg - Alright, just wanted to go over a few things

David - Ok, but I've got a meeting in 3 minutes, but go ahead

Gregg - Alright - Todd Simon I have a conference call set up with Atul from OneScreen

David - OK

Gregg - to raise additional funds for them. Todd wanted to be on the call and you know be more involved and

David - right

Gregg - and show that not only does he have the investment bankers working for them, he also

David - Your own team.

Gregg - Your own team

David - You're on the team, is what I said, right

Gregg - I'm on the team well thank you very much. Just so you know if Todd can pull this off, its 250 million that we're trying to sell the company for, if that's the value that everybody things they can get at 3% is what Oppenheimer and OneScreen sign for. So that's a 7 1/2 million dollar fee

David - Nice fee

Gregg - It is a nice fee. So I mean obviously you know I brought this in 2 times. And you know the bridge round that I did helped save the company

David - Uh huh,

Gregg - and you know obviously that there was compensation that was there. Um also, my compliance review my outside business activity you said that it's not necessary, because it's already in the firm, is that correct?

David - I think so, you're putting words in my mouth, but ok I don't see any problems

Gregg - Oh, OK- no, just want to make sure I dot all my I's and cross all my T's

David - So, what you are doing is going thru a series of things you can document and say that we have talked about

Gregg - I mean, off the record, on the record, whatever you want to call it, but yes, I mean if I am going to – its in Investment Banking and I know about the Chinese Wall

David - Fuck the Chinese Wall. Listen this is effectively a Private Company

Gregg - OK

David - If they sell it, um, I mean its almost going to be a Private transaction right?

Gregg - So there's no really.....

David - I mean it's not like, have you sold or bought or sold any shares in the last couple of years

Gregg - Not one public share of stock...

David - Ok

Gregg - In the open market. The only I did as you know I did the bridge round for 650 grand

David - Right

Gregg - I got compensated on that. And now this new round that Todd is giving me the go ahead - and you are giving me the go ahead to do - I don't know whether its going to be  $\frac{1}{2}$  million, or  $\frac{3}{4}$  or 900,000 whatever the company wants - you know Todd obviously wants to be on that call and wants to be part of that too and there's going to be compensation that's available there too, as well. Umm...

I just want to make sure that I dot all my I's and cross my T's and I don't have to disclose, Umm, anything else with Oppenheimer? But as you said the other day, "It's in, it's our deal" so we're all working together

David - Yes, our deal, exactly

Gregg - Alright cool. Want me to "cc" you on any of the additional, umm, emails with Todd? I mean do you want to be involved?

David - Anything that comes from Todd, yeah why not, anything you send to him why not

Gregg - Ok do you want to see any other discl... - no? No other disclosures?

David - I've got lots of, you know I mean look its Todd's - as far as I'm concerned Todd's driving the boat, right?

Gregg - Yep

David - There we go

Gregg - Ok, and compensation from the bridge round, from this round?

David - That, that I don't know about - but I mean if he knows about it and is cool with it, fine.

Gregg - He's cool with he says he doesn't want anything to do with it, he's like it's too small. Leave it alone?

David - Leave it alone.

Gregg - Nothing to you nothing to the firm? Leave it alone?

David - Leave it alone

Gregg - Umm - I told you I'm simple. Boss, thank you very much

David - Get this fucking thing done

Gregg - Oh god. I'm trying to get it done, 200 I mean - here's the other thing too, they signed a 3 month, umm, ahhh, with Oppenheimer because they dropped the ball the first time.

David - Right, right - 3 months is not a long time

Gregg - Exactly, So what I'm trying to do now is after I raise the \$750 or \$900,000 that's why Todd is trying to get me involved, after I raise this money

David - Then you can extend it

Gregg - Then I can extend it so it's like we're working as a team. I'm gonna do this - I understand it's away from the firm, but since it's in the firm I can try to bring the whole, bigger deal in the firm

David - Right

Gregg - So, it's in the firm. We're all cool?

David - Get it done

G - I will get it done, boss have a good one