

## Templeton, Gregg

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**From:** Templeton, Gregg  
**Sent:** Tuesday, August 12, 2008 5:02 PM  
**To:** Chenoweth, Tara; Tufts, David  
**Subject:** RE: Engagement Letter - Vidshadow EL

Hello Tara,

Thank you for clarifying everything, I will make a notation.

Have a wonderful evening.

- Gregg

-----Original Message-----

**From:** "Chenoweth, Tara" <Tara.Chenoweth@opco.com>  
**Sent:** 8/12/2008 3:35 PM  
**To:** "Chenoweth, Tara" <Tara.Chenoweth@opco.com>; "Templeton, Gregg" <Gregg.Templeton@opco.com>; "Tufts, David" <David.Tufts@opco.com>  
**Subject:** RE: Engagement Letter - Vidshadow EL

One more thing. If the transaction is an M&A transaction it is only 10% of the overall fee the firm receives (there is no "management fee" per se on an m&a deal).

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**From:** Chenoweth, Tara  
**Sent:** Tuesday, August 12, 2008 3:32 PM  
**To:** Templeton, Gregg; Tufts, David  
**Subject:** RE: Engagement Letter - Vidshadow EL

**Gregg, Yes the Management fee is the total fee that the company pays to Oppenheimer. That fee is split between, banking, ECM, Institutional Sales and the finder. The banking fee if the fee that banking gets from the management fee. You are entitled to 15% of the Management Fee.**

**From:** Templeton, Gregg  
**Sent:** Tuesday, August 12, 2008 3:23 PM  
**To:** Chenoweth, Tara; Tufts, David  
**Subject:** RE: Engagement Letter - Vidshadow EL

Hello Tara,

When you refer to "Management Fee" I assume you are referring to the Investment Banking fee that is charged to the client VidShadow that I get 15% of net, for the next 3 years?

Thanks again in advance, just confirming that your term "management fee" is the same as the "investment bankers fee".

- Gregg

-----Original Message-----

**From:** "Chenoweth, Tara" <Tara.Chenoweth@opco.com>  
**Sent:** 8/12/2008 12:58 PM  
**To:** "Templeton, Gregg" <Gregg.Templeton@opco.com>; "Tufts, David"

<David.Tufts@opco.com>

**Subject:** RE: Engagement Letter - Vidshadow EL

Thank you Gregg, My note was incorrect below. The finder's fee is actually 15% of the management fee and it is a net payout and not subject to the normal commission structure.

Tara

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**From:** Templeton, Gregg

**Sent:** Tuesday, August 12, 2008 12:33 PM

**To:** Chenoweth, Tara; Tufts, David

**Subject:** Engagement Letter - Vidshadow EL

Tara,

As per my branch manager David Tufts request, I am forwarding both of you the signed engagement letter dated July 25th 2008 from Clark Spurrier (Oppenheimer Managing Director, Technology Investment Banking) to VidShadow, which is a company that I was involved with independently prior to starting with Oppenheimer and then brought into Oppenheimer once I started here for an investment banking deal. The company, VidShadow, has signed the engagement letter and wired in the \$100,000 engagement fee on July 28th and met with the bankers at 300 Madison Avenue last week to discuss the next steps of moving forward.

I attached an April 22nd email (see below) from Sun Jen Yung (Managing Director, Investment Banking - Digital Media & Internet, who is no longer employed with the firm) and your response to her email, confirming myself on the deal, and my 10% origination fee on the gross banking revenue is a net payout to me (not subject to the normal commission structure). Also, that the fees would continue to apply for any offering (of the same issuer) for a period of 3 years from the initial deal. Please confirm yourself, and if necessary, all parties agree to the above and my entitlement to the origination fee and any subsequent fees that are generated from this deal, VidShadow.

I believe that this is all that is required from me, and if you need anything else, please advise.

Thank you in advance for your assistance.

Regards,

Gregg

-----Original Message-----

**From:** "Lenoce, Michael" <Michael.Lenoce@opco.com>

**Sent:** 7/25/2008 2:40 PM

**To:** "Templeton, Gregg" <Gregg.Templeton@opco.com>

**Cc:** "Spurrier, Clark" <Clark.Spurrier@opco.com>; "Kim, Michael" <Michael.Kim@opco.com>

**Subject:** Vidshadow EL

Hi Greg,

Attached is the signed engagement letter as well as a mark-up of the

changes we made. We will fedex two hard copies to Jordan and will ask him to sign both of them, one is for his records and the other one needs to be returned to us.

Could you please send us all of the contact information for the company's management team as well as Norman and we will put together a working group list.

Thanks,

Michael

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Michael Lenoce, CFA  
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-----Original Message-----

**From:** "Chenoweth, Tara" <Tara.Chenoweth@opco.com>  
**Sent:** 4/22/2008 1:46 PM  
**To:** "Yung, Sun" <Sun.Yung@opco.com>  
**Cc:** "Templeton, Gregg" <Gregg.Templeton@opco.com>  
**Subject:** RE: Finders' Fee agreement

Hi Greg,

Finder's fees are 10% of the banking fee. It is a net payout. Warrants and stock are not included in the fee. Fees would continue to apply for any offering (of the same issuer) for a period of 3 years from the initial deal.

Tara

-----Original Message-----

**From:** Yung, Sun  
**Sent:** Tuesday, April 22, 2008 1:38 PM  
**To:** Chenoweth, Tara  
**Cc:** Templeton, Gregg  
**Subject:** Finders' Fee agreement

Tara,

Gregg Templeton and I are starting to work together on a potential banking opportunity for a lead he has with a company called Vidshadow. Gregg wanted to know what the arrangement is for his commission if we receive banking revenue from his lead. I thought it might be 10% of any gross banking revenue, but wanted to confirm. He also wants to know if the split applies to warrants and stock received, how long he would receive commissions from a relationship and does his revenue count as gross commissions or net to him? Thanks.

Sun

Sun Jen Yung

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