
From: Ian Osborne [REDACTED]
Sent: 9/7/2012 2:40:14 AM
To: Jeffrey Epstein [jeevacation@gmail.com]
Subject: Re: Jawbone/Mort

What else are you interested in? Peter is best for currency; maybe Reid Hoffman (fatty at LinkedIn) or Dave Morin (Path) or Drew Houston (Dropbox).

I do believe China offers the best opportunities for Sinofsky. Problem is after Windows, pretty much everything else in the US is a step down. No-one else is building an OS. Alibaba or Xiaomi in China are. But if he wants to stay in the US, then probably the best options are Facebook (who may one day do their own OS), Palantir (Peter Thiel's), Yahoo (where Marissa is aggressively seeking out senior talent). Then of course, there is Apple and Google - but I assume he doesn't want to be a traitor to Microsoft?

On 7 Sep 2012, at 03:20, Jeffrey Epstein wrote:

yes, who else , ? im meeting with sinofsky, , i think he wants to do different things . chinese may be difficult because of us security clearance

On Thu, Sep 6, 2012 at 10:00 PM, Ian Osborne [REDACTED] wrote:
Are you back now in NY?

I'm in London but staying up to watch the Obama speech. Hosain's really keen to close this out by Monday.... It would help me a lot if we can finish this for once and for all.

I'm in Munich Saturday, then St. Petersburg and Moscow with Eike Sunday-Tuesday (we've got some terrific meetings lined up), London Wednesday-Thursday (including Mubadala board meeting Wed.) and then heading to SF next Friday 14th.... you will arrive on the 16th? Shall we do Peter Thiel for drinks then?

Best wishes,

Ian

On 6 Sep 2012, at 11:52, Jeffrey Epstein wrote:

Ill review all in detail , when i land tonight , in ny for the next week, you?

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

From: Darren Indyke [REDACTED]
Date: Wed, Sep 5, 2012 at 8:17 PM
Subject: Fwd: Jawbone/Mort
To: Jeffrey Epstein <jeevacation@gmail.com>

Sent from my iPhone

Begin forwarded message:

From: "Jacoby, Craig" <[REDACTED]>
Date: September 5, 2012 7:27:21 PM EDT
To: "Darren Indyke" <[REDACTED]>
Cc: "Hosain Rahman" <[REDACTED]>, "Ian Osborne" <[REDACTED]>, "Jacoby, Craig" <[REDACTED]>
Subject: Jawbone/Mort

Hi Darren,

Just checking back in on the Jawbone investment. Thanks for sending across your comments. If possible, we would like to avoid a situation where we recirculate the investment agreements in place with Jawbone's other investors, and our hope is that we can accommodate as many of your comments as possible short of taking that step.

We think that the best way to address your comments would be to have Jawbone enter into a new purchase agreement covering both the preferred and the common stock being sold to Mort. Jawbone would make its representations and warranties anew upon the closing of the purchase agreement, so Mort would not be relying on the reps made back in June 2011, nor on the schedule of exceptions prepared in connection with the initial closing. The new purchase agreement would have the same closing conditions that applied to the initial closing of the JP Morgan investment.

Given the affiliation between Mort, Hedosophia and Apoletto and their collective investment in preferred and common stock, we also want to propose that Mort (along with the other two parties) be treated as a "Major Investor" under the Investor Rights Agreement so long as their collective holdings of preferred and common stock remains at least equal to 2,000,000 shares. We intend to do this with a side letter that would not require the signature of the other parties to those documents. You have already seen the draft amendment that would expand the definition of "Registrable Securities" in the investor rights agreement to include the common stock being purchased by Mort, and we do anticipate that our principal investors will quickly sign that document once we circulate it.

You had indicated a desire to have JP Morgan approve the sale of Series 5 Preferred outside of the existing purchase agreement. As I indicated to you on the phone, we do not think that this is necessary, but we are willing to obtain from them an acknowledgement to that effect prior to the closing of Mort's investment.

We do believe, however, that various of your other requests for change in the investor documents would require a broader amendment and restatement of the applicable documents, and some of them concern business points that were the subject of specific negotiation with JP Morgan and others of our investors in prior rounds. These points include your comments to the drag along rights, the registration rights, the information rights and the venue provisions. We would like those terms to remain as we had negotiated them with JP Morgan.

If you are comfortable with the approach outlined in this email, we can get you draft documents, including a draft updated Schedule of Exceptions, tomorrow for your review and approval. Please let me know.

Best regards,

Craig D. Jacoby

Cooley LLP | 101 California Street | 5th Floor
San Francisco, CA 94111-5800

E-mail: [REDACTED]

Direct: [REDACTED] Fax: [REDACTED]

[Bio](#) | [Practice](#) | [@cjacoby](#) | [LinkedIn](#)

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