Dear Zuckerman Family,

Two months ago Matt and I came up with an equitable agreement regarding the future of EvolutionEat. As sole-manager and CEO, I'd work hard over the next 3 years and beyond to earn back your entire initial investment (plus interest). In addition, you'd all have the opportunity to earn distributions proportionate to your equity stake in the company after certain thresholds had been paid to me for my work. For exact terms, see below my signature.\*

Despite our apparent progress, Matt has made it clear that his opinion of me is irreparable and his behavior has been nothing short of belligerent.

I’m left not knowing what to do and I’m reaching out to you today, one last time, to shake hands and hug it out.

**To clear up confusion:**

Over the past 2 years, both our families have contributed the same amount of startup capital to jumpstart the business. It's nearly dollar-for-dollar matched. In fact, if you look at the accounting, my family and I have contributed more.

None of that means anything to me. I say it only because I've been accused of greed and, now most recently, theft. Because of our shared contributions, the sense that I owe anything to anyone is entirely confusing, compounded by the fact that I alone have been working on the business for nearly as long as Matt and I had together.

And yet, throughout this entire time I *have* felt completely indebted to our shared experience--an experience that propelled me to keep the company going while my partner finished his degree and found a full-time job at a company that would preclude him from spending another minute on ours.

Let it be clear: I am so fortunate and thankful to have allied with Matt and your entire crew in the summer of 2014. Our coming together gave me a sense of purpose which I’ve fiercely pursued ever since, much to the detriment of my short-term comforts (I lived in *Long Beach* (ugh) in a one-room apartment with Justin Scott for god’s sake!) and to the complete neglect of any resume-building career choices I could have instead made for myself (serving rich people dinner at the 4 Seasons is not exactly something I’d care to announce at a Georgetown alumni event, for instance).

In other words, I love EvolutionEat. It’s amazing to wake up every day and do something that I love, and I’m willing to do whatever the hell it takes to protect that. I am forever indebted to you to provide for that potential. My way of showing that gratitude has been by working hard and keeping the company going, planning for a more-lucrative future and leveraging my current contacts in the online marketing, info-product, health and entrepreneurial spaces.

I thought that the agreement Matt and I had come up with reflected the fact that I very badly want to make you all proud. Startups fail all the time. Cofounders grow apart and go their separate ways. I wanted to bridge that unfortunate ending by managing it myself and, hopefully, over time getting you your money back.

My short-term contingencies: As I need to make a living (there’s only so many dinners a man can serve before he breaks), I’ve been coaching nearly all new EE clients and taking approximately 70% of proceeds, the remainder of which has been going back into the company to keep it afloat (monthly fixed costs, hosting, accounting, taxes, closing the Delaware C-Corp, etc). In other words, yes, I've been making money from coaching clients. The way this fact has been waved at me by my business partner has been made to seem as if I should feel bad about it. I simply cannot understand this. Why else create a business if not to make money? As I see it, Matt has done nothing to create a position for himself to earn from our company. That is not my responsibility. My responsibility is to make a living, build our reputation by doing great work, keep EvolutionEat going and pave its future. I'm doing all of those things.

Long term plan: In the next year, my plan is to create an online course that, to the best of my ability, will simulate the 12-week EvolutionEat coaching experience. It will take a student step-by-step through the process of mastering one’s diet—loaded with calls to action, progress reports, and weekly webinars conducted by me. The course will serve as either a stand-alone product or a supplement to our coaching.

Why an online course? It’s far more scalable than our coaching platform, takes zero time for me to sell individuals (right now I have to get on the phone and hard-sell every lead we get for EE coaching), and (apart from production and marketing costs) gives us 100% margins. For comparison, approximately 70% of revenues generated from EE coaching are redistributed back to our coaches. The remaining 30% is equal to or less than it costs to acquire a new user (on average), rendering the business model a labor of love and not a profitable enterprise.

(Which sucks, because I believe in the coaching more than anything. But by itself we can’t be a lucrative business. Beyond having a very small team of coaches and charging more for our services than we currently do, there’s just no way we can be anything more than a boutique shop—which is fine, but I can’t do that by myself, make it worth my time *and* also be expected to try and get you all your money back! It doesn’t add up.)

Instead, I’m going the online personality route. To make money, I am going to produce a ton of free content in the form of blog articles, youtube videos, podcasts, etc. in exchange for people’s email addresses. Over the rest of 2016 the only metric I will care about is the number of email subscribers we have. It is my job to build up their trust and interest by producing great content, for free. It is to those people whom we will directly market the online course and EE coaching.

I am intensely familiar with this model and how to automate it all - due to my time spent working with Daniel DiPiazza and his startup Rich20 Media. That company is generating between 50-60k in revenue per month by creating online courses. It is this very model which I intend to replicate. With Daniel’s support and our wide-ranging network of service providers and media people, I feel more than capable of succeeding.

I will be funding all of this solely on the work I do with EE clients and in my spare time (early mornings). So far, I have produced 60,000 words of content for the course which, in writing, is nearly complete.

To be accused of greed and theft by Matthew is hurtful as much as it is ridiculous. Just like Matt, I have to make a living. Right now, coaching EE clients is part of that living. Percentage-wise, I’m not pocketing any more than our other EE coaches would be distributed – although I do sometimes ask for greater fees, as my time has become less available. If you ask any of my clients, I work harder than anyone they’ve ever met and they are continuously floored by my level of presence in their lives. I’m putting in far more time than I’m fairly making, which is entirely fine. I love it, it’s good for our brand, and I want to make every client intensely love the name EvolutionEat.

To call me a thief and say that “all I’ve ever cared about is the money” is sad. I don’t have another word for it. It’s sad that you’d think that of me. If I only cared about the money, if I didn't care about any of you or our shared history, then I very easily could have left multiple times throughout the past year and started ‘Dan's Coaching Company.’ I didn't do that because I didn't want to, even despite being told to do so by influential CEOs and with money waved in my face. EvolutionEat means everything to me. I was excited to work hard for you and earn back your money.

Let it be clear, though—that is a personal choice of mine and not a fiduciary responsibility.

There’s nothing tying me to EvolutionEat other than my emotions and a sense of obligation to you all--which Matt is convinced I don't respect.

I don’t expect to change Matt’s or any of your opinion of me but I will not put up with verbal harassment from my business partner. It is entirely inappropriate and ass-backwards, as your essentially relying on me alone to earn back what you put in.

Let’s all play nice, please, or just say nothing at all.

I’m more than happy to make myself available to any of you to talk live over the phone and discuss whatever you’re interested in. Just reply back and let me know.

Thanks,

Dan

**New Terms**

**Equity**

-Matthew is to dilute his shares to 28% as of the date of signing, foregoing 18.5% of his current stake as compensation to Daniel for his new role as stand-alone CEO.

-As of the date of signing, Daniel will own 70% of Evolution, and Matthew 30% (We still need to sign Rachelle and Richard/Linda in at 1% each, which will come from Matt’s total.)

*Yearly Tiers*

-If Daniel, through his efforts, pays back $30,000 (in the aggregate) in initial investment capital to Matthew, Rachelle and Richard/Linda within one year of signing the new agreement, Matthew will give another 20% of his equity to Daniel, making his stake in the business 8%, while Richard’s and Rachelle's will remain at 1%. Daniel’s will then be 90%.

-If Daniel pays $30k within two years of signing, the Zuckerman side reduces to 15% total (13% M, 1% R, 1% R)

-If Daniel pays back $30k within three years of signing, the Zuckerman side reduces to 20% total.

-If beyond three years and one day Daniel doesn’t pay back the original 30k, the Zuckerman side retains 30%, and the remaining debt owned ($30,000 less whatever Daniel has paid) remains on the books, at which point annual distributions will be made according to equity ownership until the $30k is paid off (after which point the 50k floor kicks in—more on this below.)

**Distributions**

-The Company will pay Daniel and Matthew (the "Founding Partners") 100% of the revenue derived from their own direct consultations with customers of the Company as compensation.

-This means, as coach, Daniel is entitled to 100% of his coaching fees, to be distributed solely to him as he sees fit and, in the short term, to keep the company afloat.

*-Amendment to:* ***ARTICLE VIII****, Profits and Losses*

*SECTION 8.5 Any and all past, present and future revenue generated by Daniel Thomas Hind as a result of his coaching services are not considered Company profits, therefore any and all distributions as a result of Daniel Thomas Hind coaching services are to be allocated 100% to him and are not subject to the distribution rules in the foregoing paragraphs.*

-As CEO, Daniel is entitled to 100% of revenue derived from his direct contributions in the form of creating non-coaching products, info-products, and media up until reaching a $50,000 (per annum) threshold. Daniel will have full control of when distributions are made and in what amount.

-Within one calendar year, all profit from non-coaching distributions made above $50,000 will be paid to all owners in proportion to their ownership.

-*For Example:* Let’s pretend Daniel creates an online course that makes $100,000 in 2016. Daniel decides to pay the Zuckerman’s their 30k (initial investment). There is 70k remaining. Of that amount, $50,000 is distributed to Daniel. Of the 20k remaining, Daniel decides to reinvest 10k back into the company, and distribute the remaining 10k to partners. Given the newly-determined 10% Zuckerman total ownership, Daniel's total income will be $58,800, Matthew's will be $1,000 and Richard and Rachelle will receive $100 dollars each. Once again, decisions surrounding when distributions are made and in what amounts are left entirely to the discretion of Daniel in his role as CEO.