



Digital Reasoning, Inc.
730 Cool Springs Boulevard
Suite 110
Franklin, TN 37067

January 30, 2014

Chase Perry
Tennessee Angel Fund
40 Burton Hills Blvd., Suite 250
Nashville, TN 37215

Dear Mr. Perry,

Pursuant to the Convertible Note Purchase Agreement entered into as of January 24, 2014 by and among Digital Reasoning, Inc., a Delaware corporation headquartered in Tennessee, and certain investors, Tennessee Angel Fund has invested \$750,000 in Digital Reasoning, Inc.

Thank you,

A handwritten signature in blue ink, appearing to read "Rob Metcalf", with a long horizontal flourish extending to the right.

Rob Metcalf
COO