

Overdog, Inc.


August 22, 2013

Eric Satz
Tennessee Community Ventures Fund, LLC
616 Enquirer Avenue
Nashville, TN 37205

Dear Mr. Satz:

Pursuant to the Stock Purchase Agreement entered into on August 22, 2013, by and among Overdog, Inc., a Delaware corporation (the "Company"), certain investors, and Tennessee Community Ventures Fund, LLC ("TNCV"), TNCV has invested \$100,000 and purchased 100,000 Series A-3 Preferred shares in the Company.

Sincerely,

A handwritten signature in black ink, appearing to read 'S. Berneman', followed by a long horizontal line extending to the right.

Steve Berneman
Co-founder and Chief Executive Officer