



March 28, 2014

James C. Phillips, Jr.
XMi High Growth Development Fund, LLC
618 Church Street, Suite 220
Nashville, TN 37219

Dear Mr. Phillips:

Pursuant to the Security Purchase Agreement entered into as of March 28, 2014 by and among AudiencePoint, Inc., a Tennessee based corporation, and certain investors, XMi High Growth Development Fund, LLC has purchased securities in AudiencePoint, Inc. for \$500,000.

Thank you,

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

Andy Perez
CEO

#timing_matters