



Eric Satz
 Managing Director

January 31, 2013

Lamont Price, Director of TnInvestco
 Tennessee Department of Economic Development
 312 Rosa L. Parks Avenue, 27th Floor
 Nashville, TN 37243

RE: Report on Remaining Undesignated Capital for Tennessee Community Ventures Fund LLC ("TNCV")

Dear Director Price:

Below please find the necessary information required to be reported pursuant to Section 4-28-110 (a)(2) (A-D) of the Tennessee Small Business Investment Company Credit Act, which states that each TnInvestco shall report by January 31st of each year:

(A) The amount of the qualified TnInvestco's remaining uninvested designated capital at the end of the immediately preceding taxable year: \$1,507,372.19 (net of qualified investments, qualified distributions, start-up expenses, administrative expenses, and placement agent expenses).

(B) Whether or not the qualified TnInvestco has invested more than fifteen percent (15%) of its total designated capital in any one business: Yes, with the approval of the Department of Economic and Community Development, TNCV has invested 18% of its total designated capital in each of two businesses: Overdog, Inc. and Streamweaver, Inc. I have included the approved "Request for Exception" letters at the bottom of this report.

(C) All qualified investments that the qualified TnInvestco has made in the previous taxable year, including the number of employees of each qualified business in which it has made investments at the time of such investment and as of December 1 of the preceding taxable year:

Qualified Investment	Amount	Empl. at time of investment	Empl. at 12/1/13	Women	Minority
Overdog, Inc. (formerly Proplayerconnect.com)	\$100,000.00	5	7	2	2
Cyber Physical Systems, Inc.	\$100,000.00	3	3	1	1
American Hometown Media, Inc.	\$50,000.00	14	6	3	3
Streamweaver, Inc.	\$100,000.00	5	4	0	0

(D) For any qualified business where the qualified TNInvestco no longer has an investment, the qualified TNInvestco must provide employment figures for that company as of the last day before the investment was terminated: not applicable.

If you have any questions or comments or need any additional information, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Eric Satz", enclosed in a thin black rectangular border.

Eric Satz



Eric Satz
Managing Director

April 10, 2013

Lamont Price, Director of TnInvestco
Tennessee Department of Economic Development
312 Rosa L. Parks Avenue, 7th Floor
Nashville, TN 37243

RE: Request for Exception Letter for Tennessee Community Ventures Fund LLC ("TNCV")

Dear Director Price:

TNCV is submitting this Request for Exception Letter to exceed the investment cap of 15%, or approximately \$2.15 million, of our TnInvestco funds in any single portfolio company. Specifically, we request the ability to invest up to an additional \$100,000 in OverDog, Inc. (formerly, Proplayerconnect). If TNCV were to invest this full amount, the investment would represent approximately 18% of our fund, whereas it currently represents 17% having been granted a prior exception (see attached).

Since TNCV's investment last summer, new management has led a successful repositioning of the business by:

- attracting two additional, experienced executives and two experienced developers to the team;
- forming technology and/or marketing alliances with Twitch.tv, YouTube, SteelSeries and Tony Hawk Entertainment; and
- solidifying partner relationships with the major athletic governing bodies and/or associations, including: NCAA, NFLPA, NHLPA, MLBPA and MLSPA.

Additional investment will likely enable OverDog to finalize partnership deals with Virgin Gaming, EA Sports, and/or Major League Baseball Advanced Media. As important, additional investment will enable OverDog to complete the launch of its beta platform and receive necessary user feedback prior to launching its core platform in coordination with the new PS4 and XBOX 720 gaming consoles.

Finally, OverDog is currently seeking local funding for a convertible bridge note that will allow it to defer Series B fundraising to a later date at a presumably higher valuation having gathered real consumer and gaming data from its beta launch. It is important that TNCV, as OverDog's largest investor, participate in this bridge financing to demonstrate to other potential investors our belief in management and the business opportunity. With only about \$240 thousand remaining for investment by TNCV, we believe this capital is best invested in a company which we know intimately and in which we have already invested significant time and capital. Most important, we want to protect the prior capital invested.

Please let me know if we may answer any additional questions with respect to this request, and thank you in advance for your consideration.

Sincerely,

A handwritten signature in black ink, appearing to read "Eric Satz", enclosed within a thin black rectangular border.

Eric Satz



Eric Satz
Managing Director

April 10, 2013

Lamont Price, Director of TnInvestco
Tennessee Department of Economic Development
312 Rosa L. Parks Avenue, 7th Floor
Nashville, TN 37243

RE: Request for Exception Letter for Tennessee Community Ventures Fund LLC ("TNCV")

Dear Director Price:

TNCV is submitting this Request for Exception Letter to exceed the investment cap of 15%, or approximately \$2.15 million, of our TnInvestco funds in any single portfolio company. Specifically, we request the ability to invest up to an additional \$100,000 in Streamweaver, Inc. If TNCV were to invest this full amount, the investment would represent approximately 18% of our fund, whereas it currently represents 17% having been granted a prior exception (see attached).

Since TNCV's prior investment, Streamweaver:

- Successfully launched version 2.0 of its ios App;
- Has twice been featured by Apple in the App Store; and
- Attracted Chris Kelly, former Chief Privacy Officer at Facebook, as an investor and Board member.

Streamweaver has one of the strongest development and design teams in Tennessee, evidenced by Apple's desire to feature the Streamweaver app in the app store. They are building a consumer based business that requires time to gain adoption and stickiness. In terms of development, they are currently in between financing stages, beyond seed and start-up – having proven their ability to execute on a vision -- but without enough consumer traction to attract institutional Series B investors. Streamweaver needs its existing investors to finance a longer runway for the Streamweaver plane to takeoff.

Streamweaver is currently seeking West Coast-based funding for a convertible bridge note that will allow it to defer Series B fundraising to a later date at a presumably higher valuation having gained greater consumer traction since the launch of 2.0. It is important that TNCV, as Streamweaver's largest investor, participate in this bridge financing to demonstrate to other potential investors our belief in management and the business opportunity. For example, Limestone Fund has committed to investing in the bridge financing alongside an investment from TNCV.

Finally, with only about \$240,000 remaining for investment by TNCV, we believe this capital is best invested in a company which we know intimately and in which we have already invested significant time and capital. Most important, we want to protect the prior capital invested, and in the process demonstrate to other entrepreneurs that they can feel confident in choosing to build a technology company in Tennessee because the investors here will support their effort when they most need it.

Please let me know if we may answer any additional questions with respect to this request, and thank you in advance for your consideration.

Sincerely,

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Eric Satz