

From: Rae Solomon raesolomon@zenitheve.com
Subject: Re: CALL Re: Women Nation Fund - Zenitheve
Date: August 9, 2018 at 2:33 PM
To: Michael Wichser MichaelWichser@LiveNation.com
Cc: Carrie Davis CarrieDavis@LiveNation.com

RS

Hi Micheal and Carrie,

Attached you will find our business overview for Zenitheve, sponsorships deck and estimates for expenses/revenues.

Currently, we have our first venue booked in Chicago on May 18, 2019 with official offers in on 3 of our artists (Cam, Ashley McBryde and Lindsay Ell) and offers on several additional artists to follow shortly. Jay Pritzker Pavilion has a capacity of 11,000 but after ticket giveaways, sponsor tickets, etc we are expecting to have 10,500 tickets left for public sale. This is the type of venue we are looking for in each city. Indoor/outdoor amphitheater style with room for exterior activations.

We envision each show being an all day (1) event, starting around 10-11am and running through the evening. The day will start with an outdoor activation zone outside of the venue. This outdoor space will have a stage for new, upcoming and local artists as well as feature our new artist contest. We want this to be a great place for sponsors to interact with fans and create a festival like atmosphere.

The show itself will be one stage inside the venue with 7-9 women playing for the "Main Event".

There is a draw in itself to this festival because women's movements are a hot button issue at the top of everyone's mind. Add to that the fact that we are showcasing some extremely talented female artists with a mind for lifting up women, the influence of CMA, a charitable cause, and a documentary to support it; I know we have a very powerful tool for reaching a large audience.

If we are talking a lineup without an "A" list star, I think a solid lineup would look something like: Kacey Musgraves, Maren Morris, Cam, Ashley McBryde, Carly Pearce, Lauren Alaina, Lindsay Ell and, of course, myself :)

I picture a few staple artists with us throughout the entire tour, as well as some that would interchange throughout the cities. There are so many talented women that a lineup like the one I mentioned above only scratches the surface. We still have Kelsea Ballerini, Danielle Bradbery, Maddie and Tae, etc. Not to mention talented artists like Brandi Carlisle, whom you mentioned, that aren't necessarily country but would be amazing additions.

Our game plan has been to build our lineup with solid "B" acts and then go to our headliner and ask them to carry the torch, so to speak. The headliners I would like to see if we do get "A" listers are Miranda Lambert, Carrie Underwood, Lady Antebellum, Sugarland, and Little Big Town.

Why will this be different than other "Lilith Fair 2.0"? Timing, Timing, Timing. The timing couldn't be more perfect; as is evident with our conversation having started with the "Women Nation Fund". Women's equality is a hot button issue with a ton of support from the public and with companies seeing the value of tapping into the voice of their consumers. Diversity and Inclusion is at the forefront of nearly every company's mind today. The people are demanding it and we are going to give it to them.

In regards to staffing, so far we have built this festival with only me working full time and Jacob working on it part time. A partnership with Live Nation would allow us both to focus full attention on the festival. We have Morris Lights and Sound handling our production, Wiles and Taylor as our business manager, CMS currently handling our sponsorship acquisition and a deal in the works for an exclusive partnership with iHeart. You guys over at Live Nation are obviously very knowledgeable and great at what you do, so we would love to have your team as an additional resource. From there its just a matter of making sure we have enough hourly employees to support the day to day.

I would expect that any remaining questions you have would be answered in the attachments of this email. But, of course, I'm just a phone call away. We would also love to hop on a call to further discuss the mutually beneficial structure for a co-pro investment. One call out is that we understand the value add of partnerships with both Live Nation and iHeart so cities, venues and balance sheets are fluid contingent on those partnerships. Plus, we are not accounting for economies of scale in the numbers shown. Our numbers reflect one-off festival costs.

We are excited to work with you as well! Thank you and we will talk with you soon.

Rae Solomon

Artist, Co-founder and CEO | raesolomon@zenitheve.com

Zenitheve Music Festival | East Hallows LLC

206.914.9814 | www.zenitheve.com

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On Aug 2, 2018, at 11:24 PM, Michael Wichser <MichaelWichser@LiveNation.com> wrote:

Thanks Rae. Loved your enthusiasm as well and really enjoyed our discussion.

As far as next steps, I think it would make sense to schedule some time for us to review your business plan in some more detail – in other words, we love the mission and vision, but now need to get some specifics. I have some specific questions below but honestly it would be great if you could share whatever you have in terms of a business

plan and any key support for it. Some specific questions I have at this point:

- Please send a summary business plan with financial estimates for what an investment/partnership with Live Nation would look like:
 - What are the key assumptions (ticketing, # days, acts, stages, pricing, sponsorship, artist fees, etc.) for Year 1 of the festival and where you are in procuring the above?
 - Do you have an operating and financing model you can share?
 - What makes you convinced that artists X, Y, Z will be large enough to draw attendance? Do you need an “A” headliner? If so, who would that be?
 - There have been a # of different attempts to create Lilith 2.0... why is this different and why will it work? What have you been able to learn from those who tried before?
- We also need to develop a more complete understanding of what we would be investing in – we almost exclusively discussed the vision for the festival, but if it were just a festival, we could do a co-pro deal of course and you would keep all your equity! So can you outline for us what the vision for the underlying business is and why an equity deal makes sense?
- How do you plan to staff the organization?

Please let us know if you are able to put the above together and then once ready, let's aim to set up a follow-up discussion to work through.

Look forward to working together,
Michael

Thanks.
Michael

Michael Wichser
(310) 867-7199

From: Rae Solomon <raesolomon@zenitheve.com>

Date: Wednesday, August 1, 2018 at 12:09 PM

To: Carrie Davis <CarrieDavis@LiveNation.com>

Cc: Krystal Henderson <KrystalHenderson@livenation.com>, Michael Wichser <MichaelWichser@LiveNation.com>

Subject: Re: CALL Re: CALL Re: Women Nation Fund - Zenitheve

Hi guys,

I'm reaching out to touch base on our call from last week.

I love your enthusiasm and am looking forward to talking with you about this more. I wanted to check and see how everything is coming, to schedule a follow up and and see if there is anything I can provide to help move things along.

Thank you and talk to you soon.

Rae Solomon

Artist, Co-founder and CEO | raesolomon@zenitheve.com

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| On Jul 19, 2018, at 7:30 PM, Carrie Davis <CarrieDavis@LiveNation.com> wrote:



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