Exhibit F

Spider9 Cap Table Proposed after Series A Raise 3/5/2014

			# of Shares	Pre Money	Post Money
Founder Shares			1,500,000	45.8%	37.9%
EDP Spider9 LLC	$3,000,000 @ $3.09/share		970,586	29.6%	24.5%
Convert Interest to Common	$180,000 @ $3.09/share		58,252	1.8%	1.5%
Convert Outstanding debt to Common	$400,000 @ $3.09/share		258,900	7.9%	6.5%
UofM			135,340	4.1%	3.4%
Issued Options			352,974	10.8%	8.9%
Fully Diluted Shares			**3,276,052**	**100.0%**	
	Value per share	**$**	**3.09**		
	Pre Money Valuation		**10,123,001**		
Series A raise @ $3.09/share					
Bob Haveman	$250,000		80,906		2.0%
Spark	$250,000		80,906		2.0%
Ira	$200,000		64,725		1.6%
EDP Spider9	$400,000		129,450		3.3%
Amount yet to be raised	$1,000,000		323,625		8.2%
Total Raise	$2,100,000		679,612		17.2%
New Projected Shares after Raise			**3,955,664**		**100.0%**
	Value per share	**$**	**3.09**		
	Post Money Valuation	**$**	**12,223,001**		

SPIDER9 INC.
TERM SHEET

March 5, 2014

for Proposed Private Placement of Series A Convertible Preferred Stock

1.	INVESTMENT	The following is a summary of the material terms on which _____, the ("***Investor***") proposes to invest in Spider9 Inc. (the "***Company***").
1.1	Investment Amount	$ $2,100,000
1.2	Purchase Price	The purchase price for each Tranche will be a $ 3.09 per Share. (Approximately $ 10,123,001 pre-financing valuation.)
1.3	Closing Date	As soon as practicable following the ***Company's*** acceptance of this Term Sheet and satisfaction of the conditions to closing.
2.	TYPE OF SECURITY; RIGHTS ASSOCIATED WITH SECURITY	
2.1	Securities	Shares of Series A Preferred Stock in the ***Company*** (the "Series A Preferred"), which will be senior to all securities outstanding prior to closing of this investment.
2.2	Dividends	The Series A Preferred carry an annual cumulative dividend of 8% of the Purchase Price, accruing when declared, and paid in cash or as equity in kind at calendar year end. The Series A Preferred will participate in any other dividends or distributions paid to common stock on an as-converted basis.
2.3	Conversion	Holders of Series A Preferred will have the right to convert such stock from time to time into shares of common stock. The initial conversion rate will be 1:1, and will be adjusted for stock splits, stock dividends, recapitalizations and the anti-dilution provisions below.
2.4	Automatic Conversion	All shares of Series A Preferred will automatically convert into shares of common stock at the then-applicable conversion rate (a) at the election of the holders of a majority of the outstanding Series A Preferred, or (b) upon the ***Company*** obtaining an exit event of Twenty Million Dollar ($20,000,000) or more..
2.5	Anti-Dilution	The Series A Preferred will receive weighted-average anti-dilution protection if the ***Company*** issues additional common equivalent shares at an effective price less than the purchase price of the Series A Preferred (as adjusted for stock splits and the like), other than Excepted Issuances (as defined below).

The Company

Spider9 was found in 2011 at the University of Michigan's School of Real Time Computing by a team of Fortune 500 executives that were seeking solutions to increase the performance of renewable energy through the application of intelligent system controls.

Securing a set of patented technologies from the University they proceeded to build a team of exceptionally talented and experienced individuals from the software, management controls and renewable energy industries that created, validated and applied Spider9's OS_E system to the market.

Located in Northville Michigan at the Historic Water Wheel Centre, a former 1930's Henry Ford engine value plant that was originally powered by a Water Wheel. Spider9 developed and deployed its first OS_E system combining a 90KW solar field with a 75Kwh Lithium battery that now, once again, provides the facility with energy independence and has become a test bed for advancing the future of the OS_E technology platform.

Technology

OSE

Spider9's OSE is a patented software, controls and data analytics system that uses advanced and predictive logic combined with a dynamically reconfigurable electrical architecture to improve the performance of renewable energy systems.

The OSE system has six key performance characteristics:

1. **Control:** Spider9 manages renewable energy components as single systems providing the user with not only a singular control point but also controls architecture and operating logic that manages the flow of power from each device within the system. Adjusting voltage levels created in solar, wind and battery devices to maximize the output transferred to the next component within the system. Ensuring each component is operated at its peak efficiency point. Mitigating the effects of changing sunlight or wind conditions and maximizing the systems electrical performance.

2. **Reconfiguration:** In order to manage the power characteristics of a renewable energy system Spider9's OS_E reconfigures the series and parallel electrical architectural elements