

To: Rich Kahn [REDACTED]
From: [REDACTED]
Sent: Wed 8/30/2017 10:37:39 AM
Subject: Re: Next

thanks

On Aug 29, 2017, at 10:56 PM, Richard Kahn <[REDACTED]>
wrote:

Richard Kahn
HBRK Associates Inc.
[REDACTED]

Begin forwarded message:

From: Neale Attenborough <[REDACTED]>
Date: August 29, 2017 at 10:50:47 PM EDT
To: Richard Kahn <[REDACTED]>
Cc: Chris Lawler <[REDACTED]> Tyler Shean <[REDACTED]>
Subject: Re: Next

She did. + [REDACTED]

On Aug 29, 2017, at 10:48 PM, Richard Kahn <[REDACTED]> wrote:

Did heather send dial in number. Please advise. Thank you.

Richard Kahn
HBRK Associates Inc.
[REDACTED]

On Aug 29, 2017, at 10:40 PM, Neale Attenborough <[REDACTED]> wrote:

Richard,

Not funny at all, just factual.

I think if we are to ultimately agree on value it
will be important we agree on a set of facts:

1. TTM EBITDA is \$6.7 Million. If you disagree, please let us know precisely what items you disagree with in the number and we can discuss.
2. The current cash balance for the company is \$13.1 Million.
3. The past three comparable transactions for companies in this market average an enterprise value at ~10x multiple of EBITDA
 - a. Wilhelmina: 7x (average meaningful trading multiple since 2010)
 - b. Creative Artists Agency: 10x (TPG acquisition, 2014)
 - c. IMG: 13x (WME acquisition, 2013)
4. We invested \$18 million for a 42% stake in the business, implying an enterprise value of \$42.9 million.
5. We received a bona fide offer from OpenGate Capital which would have resulted in \$18 million in proceeds for us (and in fact a \$17 million distribution to Faith and Joel), and while they were, as you point out, contemplating leverage in the <3x EBITDA range, it is in fact a relevant data point and an independent look at value.
6. One other note that is relevant to us, is that when Elite Models in Europe contacted us with an interest in buying the company, Faith told me to relay to them that they would not contemplate selling to Elite for less than \$100 million (which at the time was a +10x synergy-adjusted EBITDA value). Ultimately they walked based on that value requirement.

I would hope you agree that the following is a commonly agreed upon formula for value:

- a. Enterprise value = EBITDA x Market Multiple
- b. Equity Value = Enterprise Value + net cash (or – net debt).

One matter of judgment is what of the cash


balance is "excess cash". Joel has said he believes all the cash is due to the models. The facts show that in the ordinary course of business the collection of receivables offsets the payables and in the past three years, the cash balance has only fluctuated at most by \$3 million, meaning anywhere from \$8-10 million on the balance sheet should be considered to be "excess cash", not needed for day-to-day operations. I have attached both a three year cash balance tracker and a current balance sheet for your review.

Using the above, a very modest calculation of value would be \$6.7 million of EBITDA x 5 multiple (a 50% discount to the market) or an enterprise value of \$33.5 million and if we took a conservative view of what excess cash is at the moment of \$8 million, would result in a total equity value of \$41.5 million. Our 42% would equate to \$17.4 million of proceeds to us. That is at a multiple that has been deeply discounted to the market comps that were actually paid for companies in the same business.

We are, however, willing to take much less than this very discounted value calculation, as I have mentioned to you before. However, your proposal of \$5 million of proceeds to us represents an equity value of \$11.9 million ($\$5 / .42$), an enterprise value of \$3.9 million ($\$11.9 \text{ million} - \$8 \text{ million of excess cash}$) or an EBITDA multiple of $0.58x$ ($\$6.7 \times 0.58 = \3.9 enterprise value), a level that is far too low for us to accept.

I look forward to our discussion tomorrow morning.

Neale

From: Richard Kahn
[mailto: 

Sent: Friday, August 25, 2017 11:51 AM
To: Neale Attenborough
Cc: Chris Lawler
Subject: Re: Next

Pretty funny Neale...

Even the silly open gate proposal was in essence stepping into your shoes for only 6 million cash. BACK THEN !!

Then proposing to distribute what they estimated to be almost the full total (14 of the 15 million) of cash on the balance sheet.

Chris i must point out that is more than it totals today. Then having Joel, Faith, etc leverage themselves up by borrowing at 7 percent against the entire co in order to make a further distribution of an additional 15 million which on paper creates a highly inflated enterprise value. He only proposed 6 million cash infusion which is around the same amount that you are currently being offered. They valued faith and joels ongoing equity (that they proposed they "keep in") silly, at 8mm which is roughly the same as we suggested. Financial engineering done well is like lipstick.. however not done well is also like lipstick.

:) This is a personal service business, no more no less and suggesting that they leverage themselves up so you that they can pay themselves a higher salary fails the HBS first year class that i am aware you have taken. Regarding the 18 million, we have distributions from Next directly to the former shareholders of the claxon offshore entity of approx 3. Regarding the receivables you can ask millie... sorry

PS Faith and joel will have to borrow the money to buy you out at 5. . can be done, but not so easy. they have never taken out real money from the company in any form: salary etc.... hence they have little net worth and current lenders are not that comfortable with the potential liabilities....

On Aug 24, 2017, at 4:50 PM,

Neale Attenborough

<[REDACTED]>
wrote:

I look forward to our conversation.

For the record, we did actually pay \$18MM for 42% of this business in 2008. At the time that represented an ~8x multiple of EBITDA. That is not a fictitious number. In addition we did receive a bid for about the same amount from Open Gate Capital, a reputable private equity firm. I do not understand why you say that it is "hardly legitimate". While I did say we didn't expect to receive what we paid, I did not say it was immaterial.

I don't follow most of what you say below and look forward to hearing your clarification. However, can you please clarify one statement specifically? What do you mean when you say the current receivables have not been reviewed in years?

Thanks,

Neale

From: Richard Kahn

[mailto:[REDACTED]]

Sent: Thursday, August 24, 2017 3:45 PM

To: Neale Attenborough

Cc: Chris Lawler

Subject: Next

confirmed thank you

We have reviewed your statements that you sent to us


along with the K-1's and some financials. Frankly, some of the numbers are inaccurate as a result of millie. Your annual financial statements were reviewed but not audited - shame on all of you... Your calculation of Ebitda includes things like adding back foreign exchange costs? board fees etc. That is not the way we look at what is unfortunately for all merely a personal service business.

Faith and Joel make up the business, nothing more. We calculate the Ebitda, which we think is an odd way of measuring value of a personal service biz with lots of competition and small growth opportunities if any. Giving you the benefit of the doubt, and ignoring how much you paid or if some of that money was repaid directly to the former owners of Claxon and not truly understanding what you described as a fixed tax payment per quarter (ie based on what I think looking back over the past three years) ebitda looks like 4-5 million. We have bought many small biz and usually pay mom and pops for 1- 3 times ebita or more usually 4 times net income. We are finding it difficult to get to more than a 15 million total value for Next (not including liabilities). The 18 million dollar bid that you mentioned Faith said was hardly legitimate. I think further review of the accounting tax etc. is probably a waste of all

our time. As you rightly said, what you initially paid is somewhat if not totally immaterial to today's value. You have not factored in the liabilities, both reputationally and fiscal yet. I think the 5 million cash offer or 6m over time is fair. I look forward to our conversation on Tuesday. As another note, the current receivables have not been reviewed for years...

Rich

On Aug 24, 2017,
at 3:28 PM, Neale
Attenborough



Disclaimer: This message contains information that may be confidential and/or privileged and is intended only for the person(s) named. Any use, distribution, copying or disclosure to any other person is strictly prohibited. If you received this transmission in error, please notify the sender by reply e-mail and then destroy the message. Opinions,

conclusions, and other information in this message that do not relate to the official business of Golden Gate Capital shall be understood to be neither given nor endorsed by the company. Where applicable, any information contained in this e-mail is subject to the terms and conditions in the relevant governing agreement.

<Mail
Attachment.ics>

<170829 - Next - Jun'17 Balance Sheets.pdf>

<170816 Next - Min Cash Analysis.pdf>