From: Gianni Serazzi [redacted]
Sent: Sunday, August 16, 2015 3:33 PM
To: jeffrey E.
Subject: Re:

Thank you for your support
I agree that the situation =as degenerating from last summer. I had to wait to intervene as I was stil= in the group and I wanted in any case to get Giancarlo's shares back =n case things went bad. I am now sure I will fix it

You have a clear situation in front of you, how would you structure it t=e best?

Thx
G

On Sun, Aug 16, 2015 at 3:21 PM, jeffrey E. <jeevac=tion@gmail.com <mailto:jeevacation@gmail.com> > wrote:

understood, as you are well aware, the structures =could range from a secured loan to biz and you personally . �=A0 security could not be subject to litlgation. ex. structured=so the burden is on you . not the lender. the secuirty is transferre= on closing and you get it back when money is repaid. not the reverse,�=A0 . i see that the decline is over a year old. as you say re =ean carlo, but obvious by nov. of 14, , we are now=sept 15. I only see numbers , not mother or im sure a wi=e range of jean carlos excuses.

On =un, Aug 16, 2015 at 8:48 AM, Gianni Serazzi [redacted] wrote:

I understan= and I thank you for your consideration.
The 800 will go to cover net working capital coming from growth and to get =ne final director for the print division. Of the other 3 directors one is =erforming really well and the other 2 I just brought them over to these po=itions in July. If just one of them makes it we will be at 600k profit. Ab=ut 150-200k need to go to Paris to bring in a strong team and finance net =orking capital.

As per the forecast vs actual you see very clearly the deter=oration coming in the summer of 2014. Giancarlo started spending 2 days in=the agency, fired the director and then dealt with the problems of h=s mother. I am confident that I will put it again on the right track. Not =asy but we will become as strong as fashion.

G

On Aug 16, 2015 2:33 PM, "jeffrey E." =lt;jeevacation@=mail.com <mailto:jeevacation@gmail.com> > wrote:

all the agencies , now sell for roughly 50 - 60=perecent of revenue, used to be 100 -125%. no valu= admitteldy to contingent case recovery , which could/ should be out=of the deal. ie you keep it . . where does t=e 800 go, ? if it is to factor receivables. . one thing=C2� if it is to buy bookers. another, very aggressive , prio= projections are a big neg factor. in valuations. very big.�=A0 . . some months are off by hundreds of percent. . not good. .�=A0 I would like you to make a lot of money on your deal. =C2� so ownership , is not relevant getting the 800 bac= with security woudl be the issue,

On Sun, Aug 16, 2015 at 3:10 AM, Gianni S=razzi [redacted] wrote:

I think your consideration is accurate.

On top of it you should factor in
-800k would go entirely into the company so that should be added as post mo=ey valuation
-on top what is the value of new management (myself) coming in at zero sala=y? If we use market valuation that's quite an asset
-I only count the cash once we have it, however we have a lawsuit going on =ith QVC the big client lost that stole our models internalizing them that =he lawyer says will pay minimum 300k and max 800k within 1 to 2 years
-also please remember that it's written Ebitda but it's cash genera=ion pure and simple

Adding these aspects it brings you to the 4m post money valu=tion that I honestly believe to be a fair value if I were sitting on the o=her side of the table

Thx
G

On Aug 16, 2015 5:03 AM, "jeffrey E." =lt;jeevacation@=mail.com <mailto:jeevacation@gmail.com> > wrote:

ive looked carefully at the bad projections and the c=rrent numbers only ebitda. it looks as if the valu= and comps only give it a 1.5--2.2 value . .

=br>--

=please note

The information contained in this communication is =onfidential, may be attorney-client privileged, may constitute inside i=formation, and is intended only for the use of the addressee. It is the=property of JEE
Unauthorized use, disclosure or copying of this c=mmunication or any part thereof is strictly prohibited and may be unlaw=ul. If you have received this communication in error, please notify us =mmediately by return e-mail or by e-mail to jeevacation@gmail.com <mailto:jeevacati=n@gmail.com> , and destroy t=is communication and all copies thereof, including all attachments. cop=right -all rights reserved

--

=C2�	please note

The informat=on contained in this communication is
confidential, may be attorney-cli=nt privileged, may
constitute inside information, and is intended only =or
the use of the addressee. It is the property of
JEE
Unauthoriz=d use, disclosure or copying of this
communication or any part thereof =s strictly prohibited
and may be unlawful. If you have received this

return e-mail o= by e-mail to j=evacation@gmail.com <mailto:jeevacation@gmail.com> , and
destroy this communication and all copies =hereof,
including all attachments. copyright -all rights reserved
</=iv>