

---

**From:** Gianni Serazzi <[REDACTED]>  
**Sent:** Monday, August 17, 2015 3:11 PM  
**To:** jeffrey E.  
**Subject:** Re:

I agree on the concept. Will try to see if there is a way.=br> Thx G

On Mon, Aug 17, 2015 at 5:09 PM, jeffrey E. <jeevacation@gmail.co=> wrote:

=t could be debt , there are many alternatives theo=y, concpet is that she needs to be first in line to get her money ba=k . after a reasonable period of time

On Mon, Aug 17, 2015 at 10:48 AM, Gianni Serazzi <[REDACTED]> wrote:

For =he italian company I think it will be difficult. Giancarlo is the Director=of the company and I need him to remain it. If I have 80% he would probabl= still do it, if I have 50% even for a few years I don't think he will=accept. There are also other legal implications I will look into.

=/div>

On the French company it's much easier as it's a virgin =tructure and we could set it up so that we can see 100% of the invoicing d=ne there separate from Italy.

Thx  
G  
<=div>

On Mon, Aug =7, 2015 at 2:53 PM, jeffrey E. <jeevacation@gmail.com <mailto:jee=acation@gmail.com>  
> =rote:

the speratation i= somewhat artificial, so i think it would be probematic.  
=div>

On Mon,=Aug 17, 2015 at 4:16 AM, Gianni Serazzi <[REDACTED]> wrote:

Can we do this=for the French operations? We will need less money for this and I can pay =yself the money for the Italian operations.

Thx  
G

On Mon, Aug 17, 201= at 12:41 AM, jeffrey E. <jeevacation@gmail.com  
<mailto:jeevacati=n@gmail.com> > wrote:=br>

I think [REDACTED] might want to invest 800 e. in return she should receive 50 percent of the co. but you would have the right to buy back half of her position anytime in the next three years for 800 e. in essence leaving you with 75 % after she had her money back, as hers is the most at risk, since the projections have been off dramatically,

On Sun, Aug 16, 2015 at 11:32 AM, Gianni Serazzi

<[REDACTED]> wrote:

Thank you for your support

I agree that the situation was degenerating from last summer I had to wait to intervene as I was still in the group and I wanted in any case to get Giancarlo's shares back in 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 the best?

Thx  
G

On Sun, Aug 16, 2015 at 3:21 PM, jeffrey E. <jeevacation@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. security could not be subject to litigation. ex. structured so the burden is on you. not the lender. the security is transferred on closing and you get it back when money is repaid. not the reverse, I see that the decline is over a year old. as you say re jean carlo, but obvious by nov. of 14, we are now sept 15. I only see numbers C2, not mother or I'm sure a wide range of jean carlo's excuses.

On Sun, Aug 16, 2015 at 8:48 AM, Gianni Serazzi [REDACTED]

<mailto:[REDACTED]> wrote:

I understand and I thank you for your consideration.

The 800 will go to cover net working capital coming from growth and to get a new final director for the print division. Of the other 3 directors one is performing really well and the other 2 I just brought them over to these positions in July. If just one of them makes it we will be at 600k profit. About 150-200k need to go to Paris to bring in a strong team and finance net working capital.

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

G

On Aug 16, 2015 2:33 PM, "jeffrey E." <jeevacation@mail.com

<mailto:jeevacation@gmail.com> wrote:

all the agencies , now sell for roughly 50 - 60 percent of revenue, used to be 100 -125%. no value admitted to contingent case recovery , which could/ should be out of the deal. ie you keep it . where does the 800 go, ? if it is to factor receivables. one thing=C2 if it is to buy bookers. another, very aggressive , prior 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 back with security would be the issue,

On Sun, Aug 16, 2015 at 3:10 AM, Gianni S=razzi <[REDACTED]>  
<mailto:[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  
money valuation  
-on top what is the value of new management (myself) coming in at zero salary?  
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 with  
QVC the big client lost that stole our models internalizing them that the 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 generation pure and  
simple

Adding these aspects it brings you to the 4m post money valuation that I  
honestly believe to be a fair value if I were sitting on the other side of the table

Thx  
G

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

I've looked carefully at the bad projections and the current numbers only ebitda.  
it looks as if the value and comps only give it a 1.5--2.2 value . .

=br>--

=please note

The information contained in this communication is  
confidential, may be attorney-client privileged, may  
constitute inside information, and is intended only for  
the use of the addressee. It is the property of  
JEE  
Unauthorized use, disclosure or copying of this  
communication or any part thereof is strictly prohibited  
and may be unlawful. If you have received this  
communication in error, please notify us immediately 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>

--

=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>

--

please note

The information contained in this communication is confidential, may be attorney-client privileged, may constitute inside information, and is intended only for the use of the addressee. It is the property of JEE

Unauthorized use, disclosure or copying of this communication or any part thereof is strictly prohibited and may be unlawful. If you have received this communication in error, please notify us immediately by return e-mail or by e-mail to [jeevacation@gmail.com](mailto:jeevacation@gmail.com)

[<mailto:jeevacation@gmail.com>](mailto:jeevacation@gmail.com) , and

destroy this communication and all copies thereof, including all attachments. copyright -all rights reserved

--

=C2 please note

The information contained in this communication is confidential, may be attorney-client privileged, may constitute inside information, and is intended only for the use of the addressee. It is the property of JEE

Unauthorized use, disclosure or copying of this communication or any part thereof is strictly prohibited and may be unlawful. If you have received this

return e-mail or by e-mail to [jeevacation@gmail.com](mailto:jeevacation@gmail.com)

[<mailto:jeevacation@gmail.com>](mailto:jeevacation@gmail.com) , and

destroy this communication and all copies hereof, including all attachments. copyright -all rights reserved  
</iv>