
From: Richard Kahn <[REDACTED]>
Sent: Thursday, December 14, 2017 8:31 PM
To: jeffrey E.
Subject: Fwd: Next

Richard Kahn
HBRK Associates Inc.
575 Lexington Avenue 4th Floor
New York, NY 10022
tel [REDACTED]
fax [REDACTED]
cel [REDACTED]

Begin forwarded message:

From: Neale Attenborough <[REDACTED]>
Subject: Re: Next
Date: December 14, 2017 at 3:00:40 PM EST
To: Richard Kahn <[REDACTED]>

The \$11MM in total consideration is an EXTREMELY low valuation for this company, and frankly already takes into consideration the legal risks that exist with the company.

I have absolutely no idea how you can call \$8MM in upfront payment high. There are those in our company that do not want any tail and do not want to take any further legal risk. I am fine with what I proposed yesterday which is \$8MM at close and \$300 per year for the first two years, and \$800K per year for the last three years.

Let me know if that works for you. To be very clear, we will not accept anything less than that in terms of upfront payment, nor in terms of a more delayed 5 year pay out, nor in terms of total consideration.

Let me know if you want to do this deal on those terms.

On Dec 14, 2017, at 2:49 PM, Richard Kahn <[REDACTED]> wrote:

the 8mm is already high..
how do we deal with settlements earlier?
you wanted judgment after appeal? i am unclear

Richard Kahn
HBRK Associates Inc.
575 Lexington Avenue 4th Floor
New York, NY 10022
[REDACTED]

On Dec 14, 2017, at 2:39 PM, Neale Attenborough <[REDACTED]> wrote:

That works if the upfront payment is \$9MM. I will get my team drafting on yay deal.

On Dec 14, 2017, at 2:37 PM, Richard Kahn <[REDACTED]> wrote:

neale,

to make it simple i suggest: 200 400 600 800 1mm as the five year pay out.
if this ok, can you have your team start drafting.
thx

Richard Kahn
HBRK Associates Inc.
575 Lexington Avenue 4th Floor
New York, NY 10022
[REDACTED]

wrote:

On Dec 13, 2017, at 5:10 PM, Neale Attenborough <[REDACTED]>

Thanks. I have a hard stop at 5:30 so perhaps we should discuss tomorrow?

On Dec 13, 2017, at 5:05 PM, Richard Kahn <[REDACTED]> wrote:

sorry as we are running late
i will call you at 515pm
thank you

Richard Kahn
HBRK Associates Inc.
575 Lexington Avenue 4th Floor
New York, NY 10022
[REDACTED]

wrote:

On Dec 13, 2017, at 1:51 PM, Neale Attenborough <[REDACTED]>

term sheet for our discussion.

Yes 5:00 should work well. I will send you a clean and edited line of the revised

If you could call my cell +1 [REDACTED] that would be great.

Neale

On Dec 13, 2017, at 8:42 AM, Richard Kahn <[REDACTED]> wrote:

sometime 4:30 - 5:30pm EST works better for me
please advise if you are available
thank you

Richard Kahn
HBRK Associates Inc.

575 Lexington Avenue 4th Floor
New York, NY 10022



wrote:

On Dec 12, 2017, at 9:56 PM, Neale Attenborough <[REDACTED]>

ET?

I am happy to try and accomplish this are you available tomorrow at 2:00pm

On Dec 12, 2017, at 7:04 AM, Richard Kahn <[REDACTED]> wrote:

neale,

You and I discussed trying to close a transaction this calendar year. If that is still the goal, I think a phone call might be helpful.

If it is not then no rush as we have many other things to focus on. thx

Richard Kahn
HBRK Associates Inc.
575 Lexington Avenue, 4th Floor
New York, NY 10022



On Dec 11, 2017, at 4:28 PM, Richard Kahn <[REDACTED]> wrote:

can we talk today or wednesday?

Richard Kahn
HBRK Associates Inc.
575 Lexington Avenue 4th Floor
New York, NY 10022



wrote:

On Dec 11, 2017, at 3:46 PM, Neale Attenborough <[REDACTED]>

Certainly in the next couple of days. Yes.

On Dec 11, 2017, at 2:42 PM, Richard Kahn <[REDACTED]> wrote:

will you we sending something today?
please advise
thank you

Richard Kahn
HBRK Associates Inc.
575 Lexington Avenue 4th Floor
New York, NY 10022
[REDACTED]

On Dec 7, 2017, at 10:38 AM, Richard Kahn <[REDACTED]> wrote:

thank you

Richard Kahn
HBRK Associates Inc.
575 Lexington Avenue 4th Floor
New York, NY 10022
[REDACTED]

wrote:

On Dec 6, 2017, at 3:50 PM, Neale Attenborough [REDACTED] >

this week of early next.

Confirmed. We are circling up on your requests to Rachel and will revert late

On Dec 6, 2017, at 10:08 AM, Richard Kahn <[REDACTED]> wrote:

please confirm you received my email
thank you

Richard Kahn
HBRK Associates Inc.
575 Lexington Avenue 4th Floor
New York, NY 10022
[REDACTED]

<mailto:[REDACTED]> > wrote:

On Dec 4, 2017, at 2:26 PM, Richard Kahn <[REDACTED]>

neale.

we had a good call with Rachel and thank you for your offer..

1 as discussed the tail payments should be five years rather than three as it requires a final determination of liability AFTER appeal..

2 i think it =n everyones interest to try to close this year as the foreign, inbound
=nd outbound become more complex in 2018.

3 if we can =et a call and you can suggest an interest rate on the tail payments
we =an discuss economics.

4 we are =lose and would rely on your team to put together the documents for
=aith and joels review.

5 millie is =till there :)

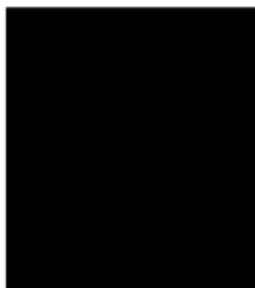
thank =ou

Richard =ahn

HBRK Associates =nc.

575 Lexington =venue 4th Floor

New York, NY =0022



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