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**From:** Brad Wechsler <[REDACTED]>  
**Sent:** Wednesday, May 13, 2015 2:25 PM  
**To:** 'jeevacation@gmail.com'; [REDACTED]  
**Subject:** Re: Fwd: FW: Phadion re-organisation [MACS-LIVE\_LIB.FID2559344]

I thgt this whole thing (collapsing/liquidating topco, midco) was on hold while you were thinking abt a sale. I skimmed the attached...first time I've seen. Do you want me to gear up and make it happen or wait until you have more informed view on sale?

From: jeffrey E. [mailto:jeevacation@gmail.com]  
Sent: Wednesday, May 13, 2015 08:59 AM  
To: Brad Wechsler; Melanie Spinella <[REDACTED]>  
Subject: Fwd: FW: Phadion re-organisation [MACS-LIVE\_LIB.FID2559344]

one year later, where are we?

----- Forwarded message -----

From: jeffrey E. <jeevacation@gmail.com <mailto:jeevacation@gmail.com>>  
Date: Sat, Dec 27, 2014 at 10:09 AM  
Subject: Fwd: FW: Phadion re-organisation [MACS-LIVE\_LIB.FID2559344]  
To: Brad Wechsler <[REDACTED] <mailto:[REDACTED]>>, Melanie Spinella <[REDACTED]>  
<mailto:[REDACTED]>>

----- Forwarded message -----

From: Richard Joslin <[REDACTED] <mailto:[REDACTED]>>  
Date: Tue, Dec 16, 2014 at 4:53 PM  
Subject: FW: Phadion re-organisation [MACS-LIVE\_LIB.FID2559344]  
To: "jeffrey E." <jeevacation@gmail.com <mailto:jeevacation@gmail.com>>

Last parag

From: Eileen Alexanderson  
Sent: Friday, September 19, 2014 5:28 PM  
To: Richard Joslin  
Subject: FW: Phadion re-organisation [MACS-LIVE\_LIB.FID2559344]

From: Salmon, Hannah (HKAS) [mailto: [REDACTED]]

Sent: Friday, April 25, 2014 8:48 AM

To: Eileen Alexanderson; [REDACTED] <mailto: [REDACTED]> ; [REDACTED]

<mailto: [REDACTED]> ; [REDACTED] <mailto: [REDACTED]>

Cc: Powell, Luke (LXP); Greenbank, Ashley (DAG); McCabe, Claire (CZM)

Subject: Phaidon re-organisation [MACS-LIVE\_LIB.FID2559344]

All

I attach a documents list for the Phaidon re-organisation. The steps can be summarised as follows:

1. Transfer of Phaidon Press Inc to JMW Manager LLC (this is on hold).
2. The members of JMW Acquisition LLP ("LLP") will approve the distribution of the LLP's assets to the members. An application to strike off the LLP will then be made. Companies House will review the application and place a notice in the Gazette. If no objection is filed, approximately 3 months after the date of publication of the notice the LLP will be dissolved.
3. JMW Topco Limited ("Topco") will complete a capital reduction to create sufficient distributable reserves to enable the shares of JMW Midco Limited ("Midco") to be transferred to the shareholders as a lawful dividend in specie. £1 of share capital will remain. An application to strike off Topco will then be made. Companies House will review the application and place a notice in the Gazette. If no objection is filed, approximately 3 months after the date of publication of the notice Topco will be dissolved.
4. Midco will complete a capital reduction to create sufficient distributable reserves to enable the shares of JMW Limited ("JMW") to be transferred to the shareholders as a lawful dividend in specie. £1 of share capital will remain. An application to strike off Midco will then be made. Companies House will review the application and place a notice in the Gazette. If no objection is filed, approximately 3 months after the date of publication of the notice Midco will be dissolved.
5. Phaidon Global LLC will transfer its shares of JMW to JMW Manager LLC.

There will be no liquidator appointed and it is therefore essential that the directors/LLP members are able to identify all the assets and liabilities of the LLP, Topco and Midco.

There will be no need to wait for an entity to be dissolved before the next step can be taken. It should therefore be possible to complete the steps fairly quickly.

We hold the register of members for the LLP and this has not been updated to reflect Phaidon Global LLC and JMW<sup>T</sup> Manager LLC becoming members of the LLP and PLB LLC and JMW<sup>T</sup> LLC ceasing to be members, as we were not aware of the transfer of partnership interests. We have also checked the public registers and note that the public registers do not reflect the change in the membership of the LLP. As an initial step, it will therefore be necessary to pass ratification resolutions of the LLP members to confirm the membership of the LLP and update the registers accordingly. If Phaidon Global LLC and JMW<sup>T</sup> Manager LLC can be included as members from now (rather than ratifying historic membership), this will be a much easier (and preferable) process. Have Phaidon Global LLC and JMW<sup>T</sup> Manager LLC taken any action as members of the LLP to date?

We have based the steps on the following assumptions:

- \* the LLP, Topco and Midco have no liabilities (they have given no guarantees, entered into no contracts, there are no loan arrangements in place (intra-group or otherwise) and they have no creditors);
- \* the share capital of Topco exceeds the value of the Midco shares by at least £1 (this will enable us to reduce the capital of Topco, leaving £1 of capital to create sufficient distributable profits to enable the shares of Midco to be transferred to the LLCs as a dividend in specie);
- \* the share capital of Midco exceeds the value of the JMW<sup>T</sup> shares by at least £1;
- \* the LLP, Topco and Midco have no assets other than the shares of Topco, Midco and JMW<sup>T</sup> (respectively);
- \* accounts/balance sheets of Topco and Midco will be provided to show the assets and liabilities of Topco and Midco before each company reduces its share capital, and also an updated balance sheet will be provided following completion of the capital reduction. It is possible to just have accounts/balance sheets for the position following the capital reduction, but as the directors will have personal liability for the solvency statements they make in connection with the capital reduction, it is preferable for them to have accounts/balance sheets to refer to at the time the solvency statements are made;
- \* accounts/a balance sheet will be provided for the LLP to show the assets and liabilities of the LLP at the time of the distribution of assets to the members;
- \* the LLP Agreement dated 3 October 2012 was signed;
- \* JMW<sup>T</sup> Manager LLC entered into a deed of adherence to the LLP Agreement (we have seen the deed of adherence signed by Phaidon Global LLC); and

\* the members confirmed the termination of membership of PLB, LLC and JMW LLC as members of the LLP (in addition to transferring interests in the partnership to the incoming members which is included in the "reorganization agreement").

If any of the above assumptions is incorrect, please let us know as this will impact on the steps and the documents needed.

Eileen, please confirm if you are happy for us to commence drafting the documents; if you would like to have a call with us (and Sonia and Gregor) to discuss any of the above points before we begin drafting, please let us know your availability.

Kind regards

Hannah

Hannah Salmon  
Solicitor  
Macfarlanes LLP

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DD

+ [REDACTED] <tel:[REDACTED]>

T

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