

From: Karyna Shuliak <[REDACTED]>

To: Alex Peto <[REDACTED]>

Cc: Marc León <[REDACTED]>

Subject: Re: Bin Ennakhil

Date: Wed, 20 Feb 2019 19:09:25 +0000

Inline-Images: image1.png

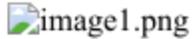
Dear Alex,

The buyer will be The Haze Trust. Please find enclosed the bank statement that should give you assurance of our ability to close the transaction.

Thank you and I now hope you will give us the answers to our questions.

Best regards,

Karyna

image1.png

Sent from my iPad

On Feb 18, 2019, at 10:27 AM, Alex Peto <[REDACTED]> wrote:

Dear Karyna

In order to progress matters the owner would like first to see the letter from JP Morgan confirming the funds are available along with a written offer with the identity of the buyer.

Once received answers to all your questions will follow.

Many thanks

All the best

Alex

Alex Peto
Partner

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On Feb 18, 2019, at 00:25, Karyna Shuliak <[REDACTED]> wrote:

Dear Alex,

Can you please ask Marc to provide a tax opinion that no tax is owed and a method to indemnify us re transfer and capital gains, as well as KYC requirements. Ultimate beneficial owner of seller must be checked as not to be on sanction list. Do you want a deposit, escrow, inspection period costs etc.? The fact that the co hold the shares means little as you know. Who will insure the title? The owner will have a letter from JP morgan, guaranteeing available funds.

Thank you.

Best regards,

Karyna

On Feb 17, 2019, at 6:08 PM, Alex Peto <[REDACTED]> wrote:

Dear Karyna

Sorry for the delay - Marc is gathering information for you and will respond shortly.

All the best

Alex

Alex Peto
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On Feb 17, 2019, at 15:36, Karyna Shuliak <[REDACTED]> wrote:

Dear Alex,

I am awaiting a response regarding the title insurance, tax indemnities, guarantees, deposits and escrow please. When can we expect an answer?

Thank you.

Best regards,

Karyna

On Feb 16, 2019, at 2:43 AM, Karyna Shuliak <[REDACTED]> wrote:

Dear Alex,

We assume we are not the first to be surprised at a Christies Broker suggesting payment to a trust in the BVI re shares in a Lichtenstein co with no due diligence, no guarantees, no insurance, no title, relating to property in Morocco and bank accounts in the United States in an attempt to avoid both capital gains and transfer tax. The lawyers dont know where to begin as well, as the date in the contract refers to August of 2017. So this contract was drafted years ago and it appears no one was willing to sign, is that correct?

Thank you.

Best regards,

Karyna

On Feb 15, 2019, at 1:07 PM, Karyna Shuliak <[REDACTED]> wrote:

Dear Alex,

Thank you for your email.

I am sure you are aware that this "real estate contract" is highly irregular for Americans. 1. It is not a real estate contract, it is a purchase of an offshore entity, creating many complexities for americans.

2. There was never any discussion about real estate fees on top of the price. We have bought many properties, including through Christies and a commission was always paid by seller.

3. The due diligence on a lichtenstein co. will take months.

4. We would have to be indemnified for all taxes due to morroccan government on transfer and unknown liabiltiles of the co., especially as you might imagine, this purchase would be very high profile.

5. Is there a title on file? who would guarantee title transfer? If Christies is willing that might work.

6. We were hoping for a quick closing. With this structure it is not possible, and money would need to be withheld for years to back up the indemnity. It is very disappointing. We are told that liabilities would extend approx 7 years, so a payment of 10m day one and 2 million per year for 8 years might work. There clearly is no perfect title transfer under your proposed structure. Four jurisdictions, real estate and corporate and disclosure rules in each. Can you make a suggestion?

Thank you.

Best regards,

Karyna

On Feb 15, 2019, at 9:36 AM, Alex Peto <[REDACTED]> wrote:

Dear Karyna

The vendor will not accept less than 25m euros net to him - our agency fees can either be paid by you or by the vendor but if he pays then the price would need to be 26m euros.

We have a list of what items he intends to remove - it is not much but for example there is a Gauguin in the bedroom which of course he will remove - I will get this list and sent it to you.

It is not possible to only buy the asset and it does save you 7% in government taxes - your lawyers can check the company has no liabilities but I assure you anyway it doesn't.

If you would like to discuss any of the above over the telephone please let me know a convenient time to call you.

All the best

Alex

Alex Peto
Partner

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On Feb 14, 2019, at 21:23, Karyna Shuliak <[REDACTED]> wrote:

Dear Alex,

Thank you for your email.

Normally seller pays commission, due diligence period to review cos books. List of items to be removed needs detailing. Taxes owed. Can we just buy the asset? How are we to know that the co has no liabilities?

Thank you,

Best regards,

Karyna

On Feb 14, 2019, at 7:27 PM, Alex Peto <[REDACTED]> wrote:

Dear Karyna,

Please find attached a draft of the sale contract of the shares and some requested information:

- No transfer taxes. It is a share deal without transfer taxes
- Closing costs: Only our real estate agent's fees, 3% ex VAT
- Time frame: As soon as the funds are transferred
- Due diligence: All the documents of the sellers company are available and this company has only one asset - Bin Ennakhil in Marrakech
- MEP, roofs control: No but can be done at anytime

All the best

Alex

<Kaufvertrag.doc>

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On Feb 13, 2019, at 12:48, Karyna Shuliak <[REDACTED]> wrote:

Dear Alex,

As you may already know, we are in negotiations on another property, so please provide as much info as you can, as soon as you are able to. Taxes on transfer, estimated closing costs, inspections, time frame. Has a recent MEP survey been done? Have the roofs been examined? If it is in co form, is there due diligence that has been done on sellers co.?

Thank you.

Best regards,

Karyna

On Feb 13, 2019, at 9:04 AM, Alex Peto <[REDACTED]> wrote:

Dear Karyna

Marc is on his way back from Italy today but will send you a contract when he gets back later today.

All the best

Alex

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Partner

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On Feb 12, 2019, at 23:20, Karyna Shuliak <[REDACTED]> wrote:

Alex,

As you know, we thought that 20 was the top. However if you are at 25, I am hopeful that we can come to an agreement. I suggest you send a contract asap, so we know exactly what we are buying. I am happy to have the number left blank, but the lawyers will need to decide structure taxes and potential issues. The name of the buyer would be KB llc.

Thank you.

Best regards,

Karyna

On Feb 12, 2019, at 4:57 PM, Alex Peto <[REDACTED]> wrote:

Hi Karyna

This is not true. Marc (my business partner you met) flew to Italy yesterday and is currently with the owner, he has a written offer @ 29m euros but with one complication. The owner is not well and does not want to wait for this to be resolved so for a very quick deal I am told he would accept 25m euros.

All the best

Alex

Alex Peto
Partner

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On Feb 12, 2019, at 15:51, Karyna Shuliak <[REDACTED]> wrote:

Hi Alex,

I heard that your buyer walked away, is that true?

Karyna