

From: "jeffrey E." <jeevacation@gmail.com>
To: Brad Wechsler <[REDACTED]>
Subject: Re: Re AP Investco
Date: Wed, 03 Jun 2015 13:49:03 +0000

tried to call , will be free after 12 . please look at the org summary for the boat prepared by para legal. see if you can make head or tails

On Wed, Jun 3, 2015 at 9:33 AM, Brad Wechsler <[REDACTED]> wrote:
[Ada-can we discuss...want to find simple fast path. Let's talk in person.](#)

From: Ada Clapp [mailto:[REDACTED]]
Sent: Wednesday, June 03, 2015 09:18 AM
To: jeffrey E. <jeevacation@gmail.com>
Cc: Alan S. Halperin <[REDACTED]>; Brad Wechsler; Richard Joslin <[REDACTED]>; Eileen Alexanderson <[REDACTED]>
Subject: RE: Re AP Investco

Jeffrey—

If we have Leon open the accounts and give Brad a power of attorney we risk Brad having to register as an investment advisor. An alternative closer to this arrangement that would take advantage of the family office exception is for Leon to open the trading accounts and then enter into an investment advisory agreement with Elysium. Brad as CEO of Elysium could handle investments.

Do you agree with this approach?

Ada Clapp

Chief Legal Officer

Elysium Management LLC

445 Park Avenue

Suite 1401

New York, New York 10022

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From: jeffrey E. [mailto:jeevacation@gmail.com]
Sent: Tuesday, June 02, 2015 7:18 PM
To: Ada Clapp; Brad Wechsler; Melanie Spinella
Subject: Re: Re AP Investco

i think brad should trade under a poa limited to trading leons personal account .. and get it done

On Tue, Jun 2, 2015 at 6:25 PM, Ada Clapp <[REDACTED]> wrote:

Jeffrey,

Brad and I have spoken a bit more about the discretionary trading. There seems to be two approaches. In both cases, Brad would no longer be a Managing Director of Elysium but would become an officer (CEO):

Approach 1: Elysium's CEO would be given authority to invest Elysium's assets. Elysium's LLC agreement would be amended to provide that LDB can't remove the CEO without 65 days-notice. LDB (sole member/managing director) contributes cash to Elysium and Elysium sets up trading accounts.

Approach 2: Elysium is sole member of Investco and funds it with cash that LDB would contribute to Elysium. Investco would set up the trading accounts. Brad would be the Manager of Investco. Investco's LLC agreement would provide that Brad can only be removed by Elysium upon 65 days-notice.

The family office exception should apply with either approach because the investing entity is controlled by LDB (either directly or as the managing director of Elysium) and is managing only family member money. Apollo's personal trading restrictions can be satisfied by having the CEO of Elysium, or the Manager of Investco provide Apollo quarterly certification it requested.

I am copying Alan to confirm my understanding of our earlier discussion as outlined above. If I am correct, which approach do you prefer?

-Ada

From: Brad Wechsler
Sent: Tuesday, June 02, 2015 2:02 PM
To: Ada Clapp
Cc: Richard Joslin; Jeffrey Epstein; Alan S. Halperin
Subject: Re AP Investco

Ada-

1. I assume leon owns 100% of elysium?
2. Its ok to remove me as a member (managing director) of elysium but instead have leon delegate authority to me for managing, signing, etc. I'd leave my title or change it if u want to the more conventional "ceo" if that means anything.
3. Critical point is that this comports with jeffrey's desires/goals for tax reporting.
4. If it doesn't, can ldb just give me a poa without compliance or ria issues. Hasnt rowan's and harris' offices figured this out?

Sent from my Verizon Wireless BlackBerry

From: Ada Clapp <[REDACTED]>
Date: Tue, 2 Jun 2015 15:59:59 +0000
To: Brad Wechsler<[REDACTED]>
Cc: Richard Joslin<[REDACTED]>
Subject: AP Investco

Brad,

I spoke this morning with Alan and Marco Masotti Head of Paul Weiss's Private Investment Funds group and Philip Heimowitz, counsel who specializes in 34 Act and 40 Act issues, including the family office exception. They propose the following tweaks to the arrangement we discussed:

1. Elysium Management LLC, rather than Leon should be the sole member of AP Investco. Phil feels that Investco should be a wholly owned subsidiary of the family office in order to ensure that the arrangement falls within the FO exception.
2. To improve the optics for the FO exception (which requires that the FO be controlled by family members), you would be removed as a Managing Director of Elysium and instead be appointed as an officer with day-to-day operating authority. Leon would be the sole Member and Managing Director.
3. Elysium—as sole Member of Investco, would be able to remove the Manager of Investco only upon 65 days notice. This is to ensure that Leon is not viewed as the beneficial owner of the securities being traded

by Investco. They are concerned that this will be the case if Elysium could immediately remove a manager and in that way, control trading. The 65 days comes from practice in this area.

Please let me know if you are comfortable with these changes. If so, Alan will go ahead and draft a very simple LLC agreement as well as the documentation need to accomplish 2 above.

Ada Clapp

Chief Legal Officer

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