

From: Brad Wechsler <[REDACTED]>

To: "jeevacation@gmail.com" <jeevacation@gmail.com>, "[REDACTED]" <[REDACTED]>

Subject: Re: Fwd:

Date: Sun, 22 Feb 2015 21:27:57 +0000

Yeah...longform gobbly goop. Let me call u tomorrow am w/ eileen and rich on ben notes and phaidon. After we understand the facts, we shld discuss how to proceed. Leon's "instinct"--as an interim step--is for you and i to speak to pwc and mcfarlands to better understand the "ignore" vs "liquidate" decision with a bias towards liquidating IF we're comfortable there are minimal issues. (You may have more current info than me.) Also, different subject, he wants to know if \$\$ go into Phaidon Global as equity can we get them out in a tax efficient manner (ie, some sort of return of capital vs dividend); we shld look into. At the moment I share your view that simplicity on inter family items very imp... I'll try to reach u tomorrow am. Also, to state the obvious, next few days we shld be "gentle" with eileen....

From: jeffrey E. [mailto:jeevacation@gmail.com]
Sent: Sunday, February 22, 2015 02:15 PM
To: Melanie Spinella <[REDACTED]>; Brad Wechsler
Subject: Fwd:

Gobbly gook. I have no idea what this means

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

From: Eileen Alexanderson <[REDACTED]>
Date: Sunday, February 22, 2015
Subject:
To: "jeffrey E." <jeevacation@gmail.com>
Cc: Ada Clapp <[REDACTED]>

Sorry don't have access from here to check exact amount of note at time of distribution in 2010 but, from memory, it was approx \$7.8 mil. interest was accrued but not paid to Ben. It was decided taxes needed to be paid in this imputed accrued income--can check tomorrow on who ruled on that subject.

In December 2012 the note, with interest, had a value if \$8.37 mil. Just before yearend the note was divided into two notes:

Note 1 in the amount of \$5.12 mil was used to fund Ben's Yggdrasil Trust (formed to take advantage of the gift exemption due to concern the allowed level would be reduced.)

Note 2 in the amount of \$3.25 mil remained in Ben's self settled 2010 Trust.

Notes were restructured at yearend 2013. Note used to fund Yggdrasil was purchased by the LDB2011LLC. The \$3.25mil was paid off by the same LLC. With interest that grew to \$3.45mil. That cash was deployed as I indicated earlier, i.e. townhouse+current balance in the trust. Again, this is from memory. Will confirm tomorrow. Or Ada please chime in.

Re the Phaidon entities, loan to midco was on paper only, no interest paid, by PWC design, it was not supposed to be. Re money flow, At time of acquisition cash went from Acq LLP through Topco and Midco and then to Bidco (JMW Ltd) but all using MacFarlane's client account and then papered since there was no Acq LLP bank account. Again, no access to file from here today, sorry. No tax filings have been made to date. Rich would no better but i believe statutory accounts were filed in January after auditors signed off on the fiscal 2014 statements and John Murphy has BDO addressing tax filings currently. They could not do so until these accounts were filed.

Sent from my iPhone

On Feb 22, 2015, at 11:06 AM, jeffrey E. <jeevacation@gmail.com> wrote:

what was the total note in the begiing? interest, where did the phantom income come in? did interest get paid.
? 2 can you tell me with topco bidco midco. did money ever move ? what was debt? which entity , any tax filings . any filings at all? money flowe etc

On Sun, Feb 22, 2015 at 11:30 AM, Eileen Alexanderson <[REDACTED]> wrote:

\$3.25 mil of note was paid off by the LDB2011 LLC. That cash went to Ben's 2010 Trust. Part went toward townhouse purchase and \$1.2 mil cash is still held between the 2010 Trust and Donalbane LLC. \$5.2mil of note was purchased by the LDB 2011 LLC (which is now owned by APO 1)

On Feb 21, 2015, at 4:57 PM, jeffrey E. <jeevacation@gmail.com> wrote:

the phantom income generating note to ben, , did we get rid of it entirely?

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