

**From:** Richard Kahn <[REDACTED]>

**To:** "jeffrey E." <jeevacation@gmail.com>

**Subject:** Fwd: Enhanced Share Class - Boothbay

**Date:** Fri, 05 Jan 2018 21:10:46 +0000

**Attachments:** BBARS-Boothbay\_Absolute\_Return\_Strategies\_PPM\_July\_2017\_Onshore.pdf; BBARS-Enhanced\_Class\_Conversion\_Request\_Form.pdf; Boothbay-PPM\_Supplement\_Enhanced\_Class.pdf

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sorry to be a pain but ari is insisting on signed paperwork today for this to be effective Jan 1 vs Feb 1  
please advise if ok to send  
thank you

Richard Kahn  
HBRK Associates Inc.  
575 Lexington Avenue 4th Floor  
New York, NY 10022  
tel 212-971-1306  
fax 212-320-0381  
cell [REDACTED]

Begin forwarded message:

**From:** Richard Kahn <[REDACTED]>

**Subject:** Fwd: Enhanced Share Class - Boothbay

**Date:** January 5, 2018 at 3:11:25 PM EST

**To:** "jeffrey E." <jeevacation@gmail.com>

attached below are darren questions and responses

highlights are as follows:

- a) incentive allocation is 14% not 15% per original fund
- b) mgmt fee is 1.5% not 1% per original fund
- c) soft lock of 1 year on 7.5mm investment then quarterly withdrawal with 60 day notice
- d) investment subject to 10% walk away rights

please advise if ok to sign attached 3 page conversion agreement once above language is incorporated  
thank you

Richard Kahn  
HBRK Associates Inc.  
575 Lexington Avenue 4th Floor  
New York, NY 10022  
tel 212-971-1306  
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cell 917-414-7584

Begin forwarded message:

**From:** Freddie Richardson <[REDACTED]>  
**Subject:** RE: Enhanced Share Class  
**Date:** January 5, 2018 at 10:24:40 AM EST  
**To:** 'Richard Kahn' <[REDACTED]>  
**Cc:** Daniel Bloom <[REDACTED]>

Hi Richard,

Thank you and our comments below.

We are happy to jump on the phone with Ari if that helps as well as this is time sensitive to be January 01 effective.

Best,  
Freddie

Frederick Richardson  
Boothbay Fund Management  
810 Seventh Avenue, 6th Floor  
New York, NY 10019  
212.332.2684

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**From:** Richard Kahn [mailto:[REDACTED]]  
**Sent:** Friday, January 05, 2018 8:55 AM  
**To:** Freddie Richardson  
**Cc:** Daniel Bloom  
**Subject:** Enhanced Share Class

attached are our comments  
please review and lets discuss later today  
thank you

Because of the additional letter agreement, it appears that the following would apply to our investment, assuming we would be investing in the 2A-E interests:

1. Instead of a 16.5% incentive allocation, our investment would be subject to a 15% investment allocation for the life of the investment. 14%

2. Our loss recovery account would carry over to the new investment. [There is no loss](#)
3. The letter contemplates calculation of incentive allocations from the last time it was calculated of BBARS, but given that our converted investment will be as of January 1, 2018, I don't think that aspect applies to us. I believe the incentive allocation will be performed for BBARS as usual for the year ending 12/31/2017 and then start new for the converted investment as of Jan 1. Please confirm with Ari. [Correct](#)
4. Section 3 of the letter is a little confusing as well. It seems to suggest that our management fee for the converted investment will be 1.5% per annum applicable to Class 2A-E interest, minus 1% per annum equal to Class 2F interests, or a .5% management fee. Is that correct? please check with Ari. [Its 1.5](#)
5. There will be a full one-year soft lock up for our converted interests, even though we have been in Boothbay for many years. Please speak to Ari and have him eliminate the soft lock. We cannot eliminate the 1 year soft lock. The entire product was originally created to be a 2 year vehicle but we created the 'time spent' concept so a one year option was available for you. Ari is happy to discuss further.
6. This new investment should still be subject to our 10% walk away rights as provided in our current side agreement. [Ok](#)

Thanks.

Richard Kahn  
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