

From: "jeffrey E." <jeevacation@gmail.com>
To: Richard Kahn <[REDACTED]>
Subject: Re: Next Entities
Date: Mon, 04 Dec 2017 14:57:53 +0000

call in number? you and I should be on it

On Fri, Dec 1, 2017 at 12:58 PM, Richard Kahn <[REDACTED]> wrote:

Richard Kahn
HBRK Associates Inc.
[REDACTED]

Begin forwarded message:

From: Rachel Masory <[REDACTED]>
Subject: RE: Next Entities
Date: December 1, 2017 at 12:56:44 PM EST
To: Richard Kahn <[REDACTED]>
Cc: Neale Attenborough <[REDACTED]>, Chris Lawler <[REDACTED]>, Tyler Shean <[REDACTED]>, "Stephen Oetgen" <[REDACTED]>

Thanks Rich – I will send you a meeting notice. I think for this call, it will just be you and me – we are hoping to cover any concerns you have about legal and structural issues and make sure the term sheet works from that perspective first. Then if there are any other questions (regarding valuation, etc.), you can cover those with Neale.

Regarding the promissory note being paid a week later, my understanding is that NEXT needs some time to move the money to the U.S. from overseas and that this structure may be advisable from a tax perspective as well.

Look forward to speaking with you.

Best regards,
Rachel

From: Richard Kahn [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Friday, December 1, 2017 9:43 AM
To: Rachel Masory <[REDACTED]>
Cc: Neale Attenborough <[REDACTED]>; Chris Lawler <[REDACTED]>; Tyler Shean <[REDACTED]>; Stephen Oetgen <[REDACTED]>
Subject: Re: Next Entities

9:30am pacific works for monday
should we have neale on the phone too?

to move things forward, can you tell me why the promissory note for 6 million paid a week later..?
thank you

Richard Kahn
HBRK Associates Inc.



On Dec 1, 2017, at 11:58 AM, Rachel Masory <[REDACTED]> wrote:

Hi Richard,
Unfortunately I'm booked solid today but I am available on Monday 9:30-12 Pacific and 1-2:30 Pacific. That is 12:30-3 Eastern and 4-5:30 Eastern. Do you have availability then?
Best regards,
Rachel

From: Richard Kahn [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Friday, December 1, 2017 3:22 AM
To: Rachel Masory <[REDACTED]>
Cc: Neale Attenborough <[REDACTED]>; Chris Lawler <[REDACTED]>; Tyler Shean <[REDACTED]>; Stephen Oetgen <[REDACTED]>
Subject: Re: Next Entities

thank you
can we set up a call today to discuss attached
please advise

Richard Kahn
HBRK Associates Inc.



On Nov 30, 2017, at 5:47 PM, Rachel Masory <[REDACTED]> wrote:

Richard,
Attached please find our proposed term sheet.

Please do not hesitate to contact me or any of the GGC team with any questions or concerns.

Best regards,

Rachel

Rachel Masory
Golden Gate Capital

From: Richard Kahn [mailto:]
Sent: Tuesday, November 28, 2017 12:33 PM
To: Neale Attenborough < >
Cc: Chris Lawler < >; Tyler Shean < >; Rachel Masory < >
Subject: Re: Next Entities

any update on term sheet
please advise
thank you

Richard Kahn
HBRK Associates Inc.

On Nov 20, 2017, at 9:45 AM, Neale Attenborough < > wrote:

Yes we will revert with a term sheet next week.

Have a wonderful Thanksgiving.

Neale

On Nov 17, 2017, at 6:00 PM, Richard Kahn < > wrote:

do you have everything you need now?
please advise
thank you

Richard Kahn
HBRK Associates Inc.



On Nov 14, 2017, at 5:44 PM, Neale Attenborough <[REDACTED]> wrote:

Actually, the update is the same as last time. We are still awaiting feedback from the attorney on the current litigation which was specifically promised after your last conference call with Rachel. If you can help close that loop we can move forward swiftly.

Thanks.

On Nov 14, 2017, at 2:36 PM, Richard Kahn <[REDACTED]> wrote:

can you please update me on term sheet
thank you

Richard Kahn
HBRK Associates Inc.



On Oct 30, 2017, at 3:48 PM, Neale Attenborough <[REDACTED]> wrote:

Thanks for following up Richard.

The attorney (or actually I guess he is more of a legal advisor) said he would get us a set of feedback this week, and we will respond after seeing that information.

Thanks,

neale

On Oct 30, 2017, at 2:48 PM, Richard Kahn <[REDACTED]> wrote:

when can i expect your term sheet. it is obviously impossible to pin down exact amounts of liability...

Please advise
Thank you.

Richard Kahn
HBRK Associates Inc.



On Oct 21, 2017, at 9:25 AM, Neale Attenborough <[REDACTED]> wrote:

Richard can you let us know when you will connect Rachel and the company's attorneys? It is the only outstanding item to moving forward.

On Oct 10, 2017, at 9:41 AM, Neale Attenborough <[REDACTED]> wrote:

We are awaiting g your introduction of Rachel to the company's attorneys so she can discuss the legal items. (Unless that already happened last week while I was out)

On Oct 10, 2017, at 9:09 AM, Richard Kahn <[REDACTED]> wrote:

where are we?

Richard Kahn
HBRK Associates Inc.



On Sep 29, 2017, at 11:32 AM, Neale Attenborough <[REDACTED]> wrote:

Thanks Richard. Two questions.

First is the "Milan Issue" an action that has commenced already?

Second can you please put us in touch directly with the company's attorneys so our inside counsel, Rachel Masory copied above, can have a direct discussion with them about all the cases you forwarded from them?

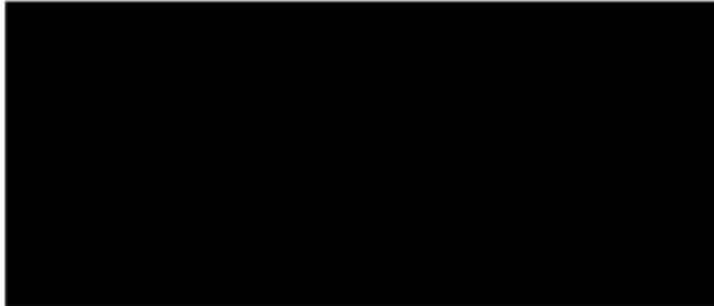
Thanks,

Neale

On Sep 29, 2017, at 8:41 AM, Richard Kahn <[REDACTED]> wrote:

neale the last remaining issue is the antitrust in milan. should be in 2018..

Richard Kahn
HBRK Associates Inc.



On Sep 21, 2017, at 8:48 AM, Neale Attenborough <[REDACTED]> wrote:

Is Gary the company's attorney?

On Sep 21, 2017, at 6:18 AM, Richard Kahn <[REDACTED]> wrote:

still waiting on paris and milan.. no need for you to reach out to gary..

Richard Kahn
HBRK Associates Inc.



On Sep 18, 2017, at 8:40 AM, Neale Attenborough <[REDACTED]> wrote:

Thanks. Let me know when you have the information on Paris and Milan and then we'll send over our proposed LOI.

Neale

On Sep 18, 2017, at 6:55 AM, Richard Kahn <[REDACTED]> wrote:

attached are known lawsuits against next. still waiting on 2 things: 1 from paris 1 from Milan
thank you

[\[cid:4531682A900F7D42854C536A13601552@exch026.domain.local\]\[cid:DE598C32818B9540B8FF88647C634086@exch026.domain.local\]\[cid:7CEAF9E4134ACC4EB7C9D5BABBA89F19@exch026.domain.local\]\[cid:B8DE412DF13B2D439D95F4FA5F546DA0@exch026.domain.local\]\[cid:AB99F3085762CD458D12496555CF16F2@exch026.domain.local\]](mailto:[cid:4531682A900F7D42854C536A13601552@exch026.domain.local][cid:DE598C32818B9540B8FF88647C634086@exch026.domain.local][cid:7CEAF9E4134ACC4EB7C9D5BABBA89F19@exch026.domain.local][cid:B8DE412DF13B2D439D95F4FA5F546DA0@exch026.domain.local][cid:AB99F3085762CD458D12496555CF16F2@exch026.domain.local])

Richard Kahn
HBRK Associates Inc.



On Sep 7, 2017, at 10:11 AM, Neale Attenborough <[REDACTED]> wrote:

Richard,

Attached is the entity org chart for our Next Holdings.

In the transaction we are contemplating, we will be selling Claxon Inc., NEXT Management Acquisition Limited, and NXT Company Limited.

To be clear, at the end of the transaction we would no longer own any interests in Next.

As soon as we receive your list of known actions against the company we will get you a proposed term sheet.

Regards,

Neale

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<Next - Org Chart.pdf>

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<Term Sheet (NEXT Sale) - GGC Draft 2017 Nov 30\$.doc>

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