
From: Ranvir Singh
Sent: 29 May 2008 13:15
To: 'George Busfield'; Matthew Cheung; Sonny Schneider
Subject: RE: Harry Update and negotiation history

Mate,

Note all you say below and since I have been involved in getting harry in longer than anyone so I am not going to focus on negatives now you have been able to bring him so close.

It does worry me a little that he (harry) feels that without you he isn't comfortable with being at RAN. I say this not out of any concern re: your relationship with Harry, but because, in the near term at least, you will have the LEAST interaction with harry on a day-to-day basis than anyone else on the RAN board.

I definitely DO NOT want a situation where harry feels he can only speak to you as opposed to anyone else, especially if he has problems on the "squawk" front.

Don't take this email the wrong way. Just highlighting potential concerns if harry says yes.

I still think he'll turn us down.....(but not for lack of effort on your part)

Ran

From: George Busfield [mailto:george.busfield@uk.ibm.com]
Sent: 29 May 2008 12:36
To: Matthew Cheung; Ranvir Singh; Sonny Schneider
Subject: Harry Update and negotiation history
Importance: High

Gents,

Email from Harry this morning together with negotiation email history for your information.

Ran / matt - please don't focus on the negatives in the correspondences (i.e. Harry's frustrating belief that he could take over the world on his own!!) as there are also a number of positives (he states his enthusiasm etc) and ultimately we know our / his current position - i.e. he wants to evaluate all his options (which if any of us were in the same position we would also).

I have and will not reply until early next week (if I have not heard back from him by then) and we have a number of follow up actions should we require / wish to pursue (invest in his company / offer him 50% of his own revenues etc etc - all TBC / discusses by us)

Lastly - remember our discussions yesterday about how difficult a Corporate merger is to conclude - in the end they happen by negotiating negotiating negotiating - and not giving up - so let's see where we go and keep our chins up by LOOKING AT THE POSITIVES.

Anyway - just thought it would be useful to fill you all in on how things have progressed etc.

Cheers
G

----- Forwarded by George Busfield/UK/IBM on 29/05/2008 12:05 -----

"Harry Daniels"
28/05/2008 15:49

To George Busfield/UK/IBM@IBMGB
cc
Subject Re: RAN Proposal...and pre meal updates

Hey George,
Nice evening last night, enjoyed it.

They (Elite) will have something for me by Friday at latest.
And will then have you up for chat.

Not very dynamic but the best I can get out of them.
Harry

EMAIL HISTORY

"Harry Daniels" <harrykdaniels@googlemail.com>
27/05/2008 15:27

To George Busfield/UK/IBM@IBMGB
cc
Subject Re: RAN Proposal...and pre meal updates

Hi George,

Firstly with regards to an appointment time; I will ask again once I've finished this on a time for you to come up. Don't think Alan Dickinson is in today as haven't seen him but will check.

As for this evenings get together, I will be as frank and honest as I always am and will be constructive because as we've discussed I see a lot of potential in our industry and want to be a part of any move to establish this trade as a standard everyday work tool used by traders.

George its becoming more apparent to me that unless you are an integral part of the boardroom process moving forward RAN may get bogged down in petty argument and character assassinations I have been made aware of and that's not a particularly constructive environment moving forward.

Will be back.
Harry

Harry,
Thanks for your continuing openness and I note all your points below appreciating your perspective and acknowledging that mine would be similar in your position.

I think the key points that I would like to pick up on are:

- GROWING THE BUSINESS - As you are aware it takes time and effort to grow a business and it is not something that one person (you or I) can do completely on our own - In the school of "Business Theory" - Mergers and Acquisitions have always been a way to grow quickly whilst also realising synergies. **As you are aware I am ambitious and impatient to move RAN forward and see our potential "coming together" as a key step in enabling us all to achieve the nirvana of having a "product on every traders desk" - as we would be in the position to grow - and quickly because we would have**

- A strong team with sufficient resources (time, money and relevant skills) to grow the business - as well as ensure that we continue to deliver a quality product
- A pipeline of upcoming deals (particularly between the two of us)
- A widely recognised reputation as the best / leaders in the business

- ELITE & YOU - I agree that Elite would / may want to be a partner and I understand that you would want to evaluate all opportunities available to yourself - **but I don't see you merging with RAN as mutually exclusive to that** - If Elite wish to work in partnership with you to grow the business then I see no reason as to why **we** (together as the New "RAN & HARRY Company") can not work in partnership with Elite to deliver the same (albeit I would hope improved) quality service they require for themselves and / or their clients / conglomerate partners etc

So, moving forward:

Thank you for setting up the meeting with Elite - I hope it may well prove very useful and productive - I assume (and would like) you to attend with me and for the approach to be focused on the potential "New Co" (i.e. TO BE world leaders in audio squawk and analysis) either:

- Continuing to deliver a quality (Hopefully improved) service to Elite as a customer
- Prob more Favourably* - Developing ways that the "New Co" can partnership with Elite to provide value adding service to Elite's portfolio of products - e.g. offer "New Co" service in 'Elite + Conglomerate Partners Bundle' with a "kick back / commission" to Elite for every Squawk service sold via a bundle.
 - This would enable Elite to retain the value add service for themselves and their traders and their "Conglomerate partners" via a partnership agreement
 - This would also enable both Elite and ourselves ("New Co") to receive financial benefit from any sales made via the bundle or via Elite in any other way

So let me know your thoughts on the above and what time you need me to come down next week.

Cheers
G

"Harry Daniels" <harrykdaniels@googlemail.com>

21/05/2008 14:33

To George Busfield/UK/IBM@IBMGB

cc

Subject Re: Fwd: RAN Proposal...

Hi George,

Got a meeting sorted with Elite for you to come up; will arrange a time next week once they have spoken to Jamie in Spain.

Unfortunately they don't speak to Jamie until Tuesdays so will have to wait til then.

H

Hi George,

I understand what you're saying and I don't think they are stalling I just think its hard to pin down Jamie (McCleod) when it comes to discussing plans. He has a lot of fingers in a lot of pies. Honestly, if they come back and give me money for developing the business they will want to be a partner not just a customer and they have many ties with the kind of customer base we are both trying to break into. Trust me I am badgering to get this meeting sorted for simple clarity more than anything else.

Also from my point of view I have constantly been honest and told you how it is and we've had frank conversations about moving

forward which I am still very much enthusiastic about. I just won't be going into any deal until I'm satisfied I've covered all the bases. If they (Elite) come back and say they have plans that involve FirstCall MS and ICAP tie ups I want to know I've looked into them as thoroughly as I have done with RAN's proposal.

I appreciate you have an agenda and time lines but that's not initially my primary concern. The welfare of myself and Alex (assistant) and my clients are my first priority and I will always pursue these interests to the full. If I am promised a load of investment and can achieve the goals I have set independent of any proposal currently on the table; why wouldn't I look into this thoroughly?

I, like you have ambition to have a product sitting on every traders desk and this remains undiminished whatever happens. Your drive at RAN to make this happens is what attracts me to the deal but I will get there anyway; all things being equal. On that note I have a couple of ideas that I think you'd like on how to make this happen.

Also I have been busy dealing with not only the day to day job but ongoing proposals and this has kept me extremely busy.

With regard to my 'stalling for more money'; this isn't even an issue because as generous as your proposal I have been told that I should be asking for more as it doesn't fully represent total value for what FirstCall MS has and can achieve but I believe that this is about future success and opportunity as opposed to what I can get my hands on now; so rest assured on that point.

Ok so from my side I will again try my utmost to pin down a time for talks and will relay your request for a meeting with them. I will talk to you this evening if I have any new news or either way at some point tomorrow.

Hope this helps?

Harry

On 21/05/2008, **George Busfield** <george.busfield@uk.ibm.com> wrote:

Harry,

Thanks for this.

We have a board meeting on Friday and I was keen to have some firm news by then (in truth I had hoped you could have attended if all the paperwork had been completed). With regards to your conversation with Elite can you confirm if you are waiting to see if they come back with a 'better offer' or if you are just hoping to agree that they will work with us going forward?

I have a few reasons for asking:

1. Elite (whilst significantly beneficial and definitely wanted as a client) are not decisive in terms of our offer to you - we would obviously love to have them on board but our main aim is to integrate YOU into RAN - so you can support us to realise our vision going forward - both as an analyst and as a director.
2. I / we are keen to get our (RAN & Harry) deal resolved asap as I /we have some other significant deals in our immediate pipeline that would benefit from both (a) having your skills on board and (b) having our deal resolved for defining the entity of RAN going forward.
3. I am hoping that you are not just waiting to see if they come back with a better 'financial offering' as I was / am hoping that you shared my / our goals for a much larger vision for real financial and business success - i.e. to be "the world leader in realtime Market Moving News and analysis" - as an independant that is valued by a large array of clients across the globe. - **comments?**
4. I am developing a concern that they may be stalling you in the hope (by Elite) that by doing so the RAN / Harry deal may suffer /disappear - **thoughts?**
5. I think it may be wise for me to meet with Elite together with you in order to satisfy their wishes and successfully manage the relationship with them going forward.

So as for your comment that you are unable to move forward with me / us until you have spoken to Elite - **I would ask for some clarification as to why given the above?** We have some exciting developments happening at RAN now and I am really want to get you on board asap for you to support us in realising them.

We have both shown both good faith and strong goodwill in getting to this stage and as I have always said one of the primary reasons for offering you Directorship was in the belief that you would be committed to our vision going forward - as you saw and believed in our (you and us - as RAN together) ability to achieve a much larger and more rewarding (business , personal and financial) goal in the future.

I think the revised proposal offers you significant benefits and all the security you need, together with the real opportunity

to be part of building something very exciting going forward - both in the short and long term so I would ask you to show the commitment, faith and sound judgement in me / us (that I / we have clearly shown in you).

I look forward to hearing back from you but as I am sure you can see I am keen to now get this resolved one way or the other so we (RAN) can move forward with our plans.

I hope you appreciate my openness and I thank you for the same that you have shown throughout - but now is time for us to get on with making our new company a huge success!!

Kind Regards

G

"Harry Daniels" <harrykdaniels@googlemail.com>

20/05/2008 18:35

To George Busfield/UK/IBM@IBMGB

cc

Subject Fwd: RAN Proposal...

From: **Harry Daniels** <harrykdaniels@googlemail.com>

Date: 20 May 2008 18:30

Subject: Re: RAN Proposal...

To: George Busfield <george.busfield@uk.ibm.com>

Hi George

I've attached a clearer list of clients to date. ICAP is one of those on full 1116.25 plus I am talking with Val about expanding the service to other desks. Its a pipeline project but not one of the major ones I'm waiting on. They include the 2 Investment banks; one of which I have cleared compliance and IT security checks and now awaiting installation.

The platform package is a separate deal currently ongoing. I've met with the project manager and will meet again within next 6 weeks.

As per some statements...I will sort out some form of balance sheet for you as soon as I can sort with accountant.

Prices are :

1. 950+ VAT per room (if signed up on 3mth rolling contract) otherwise 1150+VAT

2. 950+VAT per room (Discounted for Elite Partners)

3. 200+VAT per single user (150 if signs up to 3mth contract)

Hope this helps?

Still haven't sat down with Elite yet but am pressing them to sort this. As you appreciate I am not able to move forward with our talks until I have something from them. If for no other reason than I can try and find out their plans moving forward.

Harry

On 19/05/2008, **George Busfield** <george.busfield@uk.ibm.com> wrote:

Harry,

Thanks for this - appreciate if you could just explain / clarify a few queries:

Understanding the numbers:

1. Can you clarify for which months these are the figures. (i.e. are they the most recent months going across the page)?
2. Can you clarify which is the client that has left - Am I right in assuming it is the client labelled "&*&*&*&*" ?
3. Can you explain what the "Trading House (new) - - - - TBA = 950" is? (e.g. is it a new client to be included in revenues going forward?)
4. Can you explain why my annualised total going forward at £143,637 (see table below) differs from yours at £136,461?
5. Can you clarify your pricing structure behind these numbers - i.e. how much you charge per person / group of people?
6. Regarding the accountant and your point re not wanting to show personal accounts - I acknowledge - but the main thing I need to see (if you could please provide via scan or hard format) is a copy of the bank statement sheets showing the last 3 months fees being paid in (for confirmation of revenues received)?

Prospective business:

1. I thought you had potential opportunities with iCap also? (or is this the retail customers you referred to?) - please clarify?

Traders	1116.25	
**** brokers	587.5	
Trading House	837.25	
&*&*&*&*		Is this the client that has left?
Individual	176.25	
ICAP	1116.25	Future Opportunities?
Trading House	950	
(FX individual)	150	
Stock Traders	822.5	
Prop desk Europe	587.5	
Individual	176.25	
Trading House (new) - - - - - TBA	950	Please explain what this is?
Total Per Month	7469.75	
TOTAL ANNUAL	89637	
Elite = £4.5 x 12 months	54000	
TOTAL (per annum incl Elite)	143637	

Hope that all makes sense and obviously given the materiality of the Elite deal we want to make sure that we reassure them that they will still receive a premium service (in reality we should be able to provide them with a better service - bringing them the best from RAN and the best from Harry).

Furthermore, I think you agree that it is important to establish our independence as a News / Analyst Company - **NOT** a Schneider subsidiary - we are still very interested in working together with them on future ventures (e.g as part of their bundle offering etc.)

Look forward to your clarifications and statements etc.

Give me a bell any issues / queries from yourself and likewise hope we can rap up details in the main by midweek.

Thanks again.

Best Regards

G

"Harry Daniels" <harrykdaniels@googlemail.com>

16/05/2008 17:26

To George Busfield/UK/IBM@IBMGB

cc

Subject Re: RAN Proposal...

Hi George,

Still waiting for spread sheets but here is a list of clients (not names) and the monthly fees.

Traders	£950.00	1116.25	1116.25	1116.25	1116.25				
**** brokers	£500.00	587.5	587.5	587.5	587.5				
Trading House	£731.00	837.25	837.25	837.25	837.25				
&*&*&*&*	£950.00	1116.25	1116.25		1116.25				
Individual	£150.00	176.25	176.25		176.25				

ICAP	£950.00	1116.25	1116.25	1116.25	1116.25				
Trading House	£950.00	950	950	950	950				
(FX individual)			150	150	150				
Stock Traders	£450.00	528.75	528.75	822.5	822.5				
Prop desk Europe	£500.00	587.5	587.5	587.5	587.5				
Individual				176.25	176.25				
Trading House (new)			tba	950			nt	y	Hi George,

- The Elite section is blank; as we've discussed the reciprocal deal I have in place with them means its a net balance. But nominally it would work out at £4.5k a month for the group.
- Have had one outfit leave and they were paying 950.00 pcm.
- **Gross income** (incl. Elite) per annum is 136,461.00.

Prospective business:

- Platform provider - Potential client base of 40k retail clients to sell into - Projected revenue = £6k pcm (based on minimum take up over 12mths @ 60% share of fee).
- 2 Investment bank equity sales desks = £1900 pcm

I know this is crude but as I said trying to pin down the accountant and get everything up-straight is proving far more difficult than it should be.

Elite still haven't come back to me as yet but will pin them down Monday for some solid numbers so we can try and wrap this up in the main by midweek.

Hope this helps and sorry for the amateur nature but scrambling.

H

Hey George
Company No. - 06124061

Been reminded by accountant, he won't be filing accounts until Dec 08 I think.

My accounts were for a sole trader before that time and not too keen on giving my personal bank account details and statements over for scrutiny but will get spread sheet and stuff from accountant regarding the last trading year.

And I agree with the points you have noted below. Should this work out it will be imperative that we handle Elite with care and give them the reassurances they need.

Nice one!

Harry

Harry,

Good to chat last night.

Having digested our conversation I just wanted to follow up and clarify a couple of things:

- VISION - I think it is important that you understand my / RAN Ltd's goal / mission is to "To be the world leader in the audio provision of real time market moving news and analysis" and as such we are not 'in house' analysts at Schenider or anywhere else - i.e. we don't want to just be seen as an "add on" to other services but as a highly regraded, respected and successful company in our own right.
- ELITE - As such we would welcome the opportunity to service Elite going forward and to do all we can to provide them (as with our other clients) with the best srvice we can. Furthermore, we would be happy to consider jointly beneficial joint ventures with key partners both now and in the future in order to realise our goals.

- INDEPENDANCE - It is integral that you and all parties (such as Elite or otherwise) recognise that we are an independant company in our own right and NOT part of schneider or anyone else therefore all potential opporutuities and business development activities
- YOU - I / we believe you are fundamental and integral in our ability to taking the next steps along the road to realising these aspirations - not only do you bring an established client base (to whom we can target our new product(s) but also a deep understanding of the realtime audio market place that will futher enhance our ability to direct our growth in your role - through your role as our fifth director.

So with the above in mind - I look forward to hearing back form you with accounts etc but would ask if you could forward me your Company Number to facilitate our due diligence review (i.e. enabling us to easily find your accounts held at Companies House for prior year(s)).

On a personal note we are genuinely excited by the potential of working together and moving forward.
Best Regards
George

George thanks for this.
Will look it over properly after hours but thank you for the effort you've put into this.
Kind regards
Harry

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