
From: Sonny Schneider
Sent: 26 January 2016 10:04
To: Adam Voce
Subject: RE: RAN - MEHUL CHATS

Adam,
I dunno what the plan is now; seems to change more than once daily. Yesterday am I was under the impression that CB and you wouldn't do any rights and now it seems to be that CB will. Anyhow, letters formally sent now, notices waived etc and we see what funds clear to evidence the outcome ... fingers crossed
Son

From: Adam Voce [mailto:adamvoce@aol.com]
Sent: 25 January 2016 21:03
To: Sonny Schneider
Subject: Re: RAN - MEHUL CHATS

Thanks Sonny
Think I sorted it with Ran, just wanted to sense check some thoughts.
Adam

On 25 Jan 2016, at 17:52, Sonny Schneider <sonny.schneider@schneidertrading.com> wrote:
I called but went to answer phone and then been in meetings etc?

From: Adam Voce [mailto:adamvoce@aol.com]
Sent: 25 January 2016 13:07
To: Sonny Schneider
Subject: Re: RAN - MEHUL CHATS

Sonny
Sorry just seen this email can you give me a call if you get 5 just want to ask you something.
Adam

On 25 Jan 2016, at 11:45, Sonny Schneider
<sonny.schneider@schneidertrading.com> wrote:

Adam,
Shame, but okey I understand etc. So given CB / GB have said they won't take up any Rights and you have said you won't take any up if offered directly, noting the Special Resolutions I will save the stamps etc and just issue the rights notices to those that have declared etc. Hopefully funds clear this week and away we go.
I note you are MC's appointed D, but I now realise you have a lien over some of CB's shares and hence why you have taken this up. Given that CB's shares will be diluted to very little will you continue on as a Director or ...? Thoughts?
Sonny

From: Adam Voce [mailto:adamvoce@aol.com]
Sent: 22 January 2016 18:38
To: Sonny Schneider
Subject: Re: RAN - MEHUL CHATS

Sonny,
I have been speaking to Ran and George today, and George has (albeit late on) agreed to the deal on offer. Unfortunately having spoken to Ranvir I understand that we are out of time.
Thanks for your patience re the loan solution this week. I understand your pessimism about it based on historic events

but being new to the situation I thought it was still worth the effort. That said we are where we are!

Thank you for the offer, but unfortunately I am not in a position to take up any shares due to the failure of the loans deal.

Adam

On 22 Jan 2016, at 14:51, Sonny Schneider

<sonny.schneider@schneidertrading.com> wrote:

Adam,

Good afternoon. I note the time of day and the fact that we only have a few working days left before the MNI deadline. I note the latest set of iterations between Ranvir and you in regard to bits and pieces and specifically GB's refusal to extinguish his threats to the firm and Ranvir. Thus we no longer have time to continue this façade and we are left with the formal approach and hence a Rights Issue. I note that I can't lend you any cash as I required GB to extinguish his threats and he has refused to do so etc. So Rights paperwork will turn up shortly I hope with time to get cleared funds done etc and the outcomes look like the below:

SHL will take up its Rights

Sonia will take up her rights

Ranvir will pay for Mehul's Dad to take up his Rights

I believe that MC will take up his Rights

I believe that AC will take up his Rights or that MC will pay for AC to take up his Rights

CB may or may not take up her Rights albeit she has post alternative statements declared that she will not now

If MC or AC fail to take their Rights then the Rights Issue will fail and I believe the firm will then likely go pop and MNI will attack Ranvir and AC and MC and that will be that until GB attempts to sue Ranvir or me

If MC and AC however takes up their Rights then we are left with the CB issue

Noting the recent Resolutions the firm will thus have Z shares not sold yet and is free to offer them to whomever it believes will take them

You have expressed an interest and as such the firm will offer them to you

You will either take some or all of them up or you will not take any up

Any that you do not take up will then be taken up by Sonia or Ranvir or SHL

MNI will be settled with and we then have new work to do and a potential GB attack but at least MNI is behind us

Those that do not take up their Rights will remain shareholders albeit they will be diluted etc unless the firm goes pop

There is insufficient time to iterate as we spent the iteration time on email trying to find a loan solution this week etc. So I need to know if you want to take any shares up and if so what proportion etc and note that you will need to have cleared funds to the firm on Thursday next week. I will hold you to your statement, but I note that you will not be legally obliged etc. The reason I ask this is it can speed up the drafting and permit others to get the shortfall together for COB Friday etc. So

assuming you know what CB will do you know how many the firm can offer you, so simply put, how many do you want? You can give me a cash value or whatever, but I need the information today. If you don't revert I will assume none and the firm won't offer you any and SHL and Sonia and Ranvir will sort out the shortfall.

Ranvir, Sonia and SHL I believe are liquid, you need to ensure MC and AC are liquid and ready to send funds by COB Wednesday. I remind you that if MC and AC don't send their funds in by COB Wednesday then I won't either and the firm will go pop, but if MC and AC do, regardless to CB / your outcome then I believe the firm will survive this. I also note that I am very happy for you to take all of CB's or any proportion and in fact

would like you to so that we have three on the board in different camps to provide increased rigour and the like
Sonny

From: Sonny Schneider

Sent: 21 January 2016 00:17

To: Adam Voce

Subject: Re: RAN - MEHUL CHATS

Ouch; that is loud - basterd ai - I called it Jeeves instead of Jarvis

On 20 Jan 2016, at 22:07, Adam Voce <adamvoce@aol.com> wrote:

Ok thanks, will be in touch tomorrow.
I see your PC update is working then!

On 20 Jan 2016, at 21:57, Sonny
Schneider

<sonny.schneider@schneidertrading.com> wrote:

Yes and yes

The first yes is defo

The second yes is less defo but I
promise I won't; I am 99.99999%
sure Ranvir won't. I am 99.99998%
mehul dad won't (only a bit less than
ran as I haven't actually asked mehul
but I half know him now and, well,
he has better things to do so I'm sure
he won't).

Etc etc. I admit that i would trust
Ranvir and mehul to not play with
the melon but I really can't comment
on ant and mat as, well, I doubt they
would but is a lot of moving parts.
Gb is the unknown etc; I know he is
your childhood mate etc and am not
trying to be funny but Logic isn't
really apt so I dunno . It has to be
your call as, well, Tis late in the
month and the only certainty is
rights - but wanna do loans so u lead
us

On 20 Jan 2016, at 21:12, Adam
Voce <adamvoce@aol.com> wrote:

Sonny,
I appreciate your time
on this, so will try to
absorb as little as
possible.

That said I do need to get some answers from Matt, George and Ran, I have spoken to Ran so I am comfortable from that perspective. As yet I have been unable to reach George or Matt so will have to give you direction tomorrow if that will suffice? I am happy to trust Cindy to sell her shares to me in a post loan scenario. Am I correct to assume that

- 1) If 450k is put in pre 30th as loans (with me putting in ~56k) then no one will be diluted and CB will be in a position to sell to me for a nominal sum after the MNI settlement,
- 2) That given such a situation I would need to trust that no other shareholder would interfere with this offer to sell.

Adam

On 20
Jan
2016,
at
18:20,
Sonny
Schnei
der
<sonny.schneider@schneidertrading.com>

com>

wrote:

Adam,

Brief is

good; I

wish I

was

briefer

... I

think

Friday

consideration

s are a

little

too far

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though;

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etc

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up, but

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gist) I

have to

type

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formally

and

cross

check it

etc and

looking

at my

diary I

just

don't think I will have the time etc). But I think we have form now. So I will list as briefly as I can:

1 - SNE or one of his companies lends Adam up to £X, where £X is the required Rights Issue amount over GB shares, so up to about ~56k (less if Adam has some funds of his own etc)

2 - SNE loan terms would be:

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3% per

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that
Adam
will
make
to RAN

without
any
formal
security
3 –
Various
people
to lend
RAN a
total of
450k
with
the
below
terms:
0% per
annum
interest

any
interest
paid at
term
end

or up to
4 years

early
repayment

permitted

with

an obligation for RAN to pay 50% of its pre-tax profits quarterly to reduce the loans asap etc

with

preferred creditor positions (such that the lenders will rank in front of all other future creditors of the firm)

4 – The various people and their amounts, roughly, are:
Ranvir – 45%

-
202.5k (being his / Sonia's and Mehul's)

MC – 22.5%

-
101.25

k
(being
his and
his
brother
s)
SHL –
20% -
90k
Adam
–
12.5%
-
56.25k
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i.e.

another
firm for
sales
or
whatever
is
sensible
and
improves
protection
if
this
was to
occur
again
etc)
and
retools
(focus
on
improved
governance,
new
sales
and
growth
etc)
noting
a
material
change
in the
firm's
management
(was
MC
and
Ran
and is
now
Ran
solely
etc).
So far
so
good,
however
there is
a
single
missing
facet
here, in
that
you

have
borrowed
money
and
lent it
to the
firm
and
have
no
benefit;
i.e. the
shares
are in
CB's
name,
not
yours
etc.
Thus
CB
needs
to sell
the
shares
to you
for a
nominal
sum
(£1)
etc.
There
is a
formal
way to
do this
and I
am
confident
that
no one
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block it
via pre-
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however
there is
not
sufficient
time
to do it
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formal
way
(there
are
obliged
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require
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etc)
and I
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think
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GB /
CB to
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to sell
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shares
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nomina
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etc
albeit it
will
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the
loans
being
paid so
you will
have to
trust
that GB
/ CB
will not

renege
on your
agreement
with
them. I
believe
that
one
else
will
pre-empt
and
purchase
them
and I
can
warrant
that
SHL
won't.
But this
is
where
the risk
to you
is,
either
GB
reneges
or
someone else
buys
them
from
him as
they
will
have
the
right,
but not
the
obligation,
to
do so,
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but a
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... So
this just
might
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whole
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well,
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have to
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me? If
it is via
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Rights
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n which
I doubt
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ming
and
take
ages to
see if it
will be
given
etc
So,
direct
me?
Sonny

From:
Adam
Voce
[\[mailto:
:adamv
uce@a
ol.com\]](mailto:adamv.uce@anol.com)

Sent:
19
Januar
y 2016
20:47

Sonny,
It was
good
to see
you as
well.
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The
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(subject to
everyone's
approval).
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