

Message

---

**From:** De Alba, Gabriel [gdealba@catcapital.com]  
**Sent:** 8/15/2014 6:00:11 PM  
**To:** 'Babcock, Ben' [Ben.Babcock@morganstanley.com]; 'jlevin@fasken.com' [jlevin@fasken.com]  
**Subject:** RE: Fw:

Even \$100mm is not an insignificant number when suffering all other write-downs/ losses

Gabriel de Alba  
Managing Director and Partner  
The Catalyst Capital Group Inc.  
Ph: 416.945.3020  
Cell: 416.276.1377  
Cell US: 917.312.6701  
Fax: 416.945.3060  
gdealba@catcapital.com

-----Original Message-----

From: Babcock, Ben [mailto:Ben.Babcock@morganstanley.com]  
Sent: August-15-14 5:57 PM  
To: De Alba, Gabriel; 'jlevin@fasken.com'  
Subject: Re: Fw:

Dumb moment. U are right. About 100. I was thinking asset value.

Ben Babcock  
Managing Director  
Morgan Stanley  
c. +1 647-825-8460 or +44 789 4417866  
o. +1 416 943-8464 or +44 20 7425 0021

----- Original Message -----

From: De Alba, Gabriel [mailto:gdealba@catcapital.com]  
Sent: Friday, August 15, 2014 05:55 PM  
To: Babcock, Ben (IBD); 'jlevin@fasken.com' <jlevin@fasken.com>  
Subject: RE: Fw:

How 4300mm if the company has \$170mm debt, \$10mm to Lacavera, \$10mm advisors and other...

Gabriel de Alba  
Managing Director and Partner  
The Catalyst Capital Group Inc.  
Ph: 416.945.3020  
Cell: 416.276.1377  
Cell US: 917.312.6701  
Fax: 416.945.3060  
gdealba@catcapital.com

-----Original Message-----

From: Babcock, Ben [mailto:Ben.Babcock@morganstanley.com]  
Sent: August-15-14 5:54 PM  
To: De Alba, Gabriel; 'jlevin@fasken.com'  
Subject: Re: Fw:

I think a c300 gain ... They have a lot of write downs coming on Russia and Uzbekistan

Ben Babcock  
Managing Director  
Morgan Stanley  
c. +1 647-825-8460 or +44 789 4417866  
o. +1 416 943-8464 or +44 20 7425 0021

----- Original Message -----

From: De Alba, Gabriel [mailto:gdealba@catcapital.com]  
Sent: Friday, August 15, 2014 05:41 PM  
To: 'Jon Levin' <jlevin@fasken.com>; Babcock, Ben (IBD)  
Subject: RE: Fw:

I would think a \$100mm+ gain as they have the investment written down to ZIPO..interesting angle to explore Jon.)

Gabriel de Alba  
Managing Director and Partner  
The Catalyst Capital Group Inc.  
Ph: 416.945.3020  
Cell: 416.276.1377  
Cell US: 917.312.6701  
Fax: 416.945.3060  
gdealba@catcapital.com

-----Original Message-----

From: Jon Levin [mailto:jlevin@fasken.com]  
Sent: August-15-14 5:39 PM  
To: Babcock, Ben  
Cc: De Alba, Gabriel  
Subject: Re: Fw:

What are the income statement implications to VimpelCom if we buy by year end?

Jon Levin  
Fasken Martineau DuMoulin LLP  
Barristers & Solicitors  
Patent & Trade-mark Agents

Tel: 416 865 4401  
Fax: 416 364 7813  
www.fasken.com

333 Bay Street, suite 2400  
Bay Adelaide Centre, Box 20  
Toronto ON M5H 2T6  
Canada

On Aug 15, 2014, at 5:16 PM, "Babcock, Ben" <Ben.Babcock@morganstanley.com> wrote:

See below.

Ben Babcock  
Managing Director  
Morgan Stanley  
c. +1 647-825-8460 or +44 789 4417866  
o. +1 416 943-8464 or +44 20 7425 0021

----- Original Message -----

From: Babcock, Ben (IBD)  
Sent: Friday, August 15, 2014 05:14 PM  
To: 'felix.saratovsky@vimpelcom.com' <felix.saratovsky@vimpelcom.com>  
Subject: Re:

I will ask but I do not have high expectations and struggle to recommend it in the circumstances.

Ben Babcock  
Managing Director  
Morgan Stanley  
c. +1 647-825-8460 or +44 789 4417866  
o. +1 416 943-8464 or +44 20 7425 0021

----- Original Message -----

From: Saratovsky, Felix [mailto:Felix.Saratovsky@vimpelcom.com]  
Sent: Friday, August 15, 2014 04:14 PM  
To: Babcock, Ben (IBD)  
Subject: Re:

Ben, I'm blindly aware of the trust issue. The chairman undercut his deal team so I have a bigger trust issue to deal with internally. I am asking you as someone I trust whether 2+1 is worth a shot. If not then I won't even raise it with Alexey. I wouldn't even suggest it if I thought that this was an

unrealistic timeframe and I have been intimately involved in the regulatory system so I have a decent basis for thinking so.

Sent from my iPhone

> On Aug 15, 2014, at 10:07 PM, "Babcock, Ben" <Ben.Babcock@morganstanley.com> wrote:

>  
> I think u are missing how unrealistic this is becoming and how hard it is to build trust the way this has played out where the Chairman is micro managing what was negotiated in good faith.

>  
> I can ask but sincerely doubt that is acceptable. No serious buyer would accept this.

>  
> Ben Babcock  
> Managing Director  
> Morgan Stanley  
> c. +1 647-825-8460 or +44 789 4417866  
> o. +1 416 943-8464 or +44 20 7425 0021

>  
> ----- Original Message -----  
> From: Saratovsky, Felix [mailto:Felix.Saratovsky@vimpelcom.com]  
> Sent: Friday, August 15, 2014 03:58 PM  
> To: Babcock, Ben (IBD)  
> Subject: Re:

>  
> The spectrum transfer framework says that govt will work to review transfers in 12 weeks. We have had direct strong statements from both the political branch and bureaucratic branch they they will work to review faster and review on a priority basis. The pace of review and outcome will in large part depend on the quality of the info C provides. VIP has no influence on the process. So Alexey is concerned that C can change its mind and indirectly influence the process. I don't believe that this will happen any more than anyone on C's side should believe that we will shop the deal while we are under an SPA. So maybe we can convince our principals to a 2 month period plus one month extension to coincide with the 12 week review standard. I can give another shot at convincing Alexey that this makes sense but it's futile to try for more at this stage.

>  
> Sent from my iPhone

>  
>> On Aug 15, 2014, at 9:29 PM, "Babcock, Ben" <Ben.Babcock@morganstanley.com> wrote:

>>  
>> 2 months is really non sensical. Nobody in their right mind would do this. On top of many things, it undermines credibility of everyone in trying to get a deal done. Our proposal gives u protection if govt is sending signals it won't approve. Given what has gone on it is hard to have confidence in commercially rationale behaviour at the end of 2 months on top of everything else.

>>  
>> Ben Babcock  
>> Managing Director  
>> Morgan Stanley  
>> c. +1 647-825-8460 or +44 789 4417866 o. +1 416 943-8464 or +44 20  
>> 7425 0021

>>  
>> -----  
>> -----

>> NOTICE: Morgan Stanley is not acting as a municipal advisor and the opinions or views contained herein are not intended to be, and do not constitute, advice within the meaning of Section 975 of the Dodd-Frank Wall Street Reform and Consumer Protection Act. If you have received this communication in error, please destroy all electronic and paper copies and notify the sender immediately. Mistransmission is not intended to waive confidentiality or privilege. Morgan Stanley reserves the right, to the extent permitted under applicable law, to monitor electronic communications. This message is subject to terms available at the following link: <http://www.morganstanley.com/disclaimers>. If you cannot access these links, please notify us by reply message and we will send the contents to you. By messaging with Morgan Stanley you consent to the foregoing.

>  
>  
> -----  
> -----

>  
> NOTICE: Morgan Stanley is not acting as a municipal advisor and the opinions or views contained herein are not intended to be, and do not constitute, advice within the meaning of Section 975 of the Dodd-Frank Wall Street Reform and Consumer Protection Act. If you have received this communication in error, please destroy all electronic and paper copies and notify the sender immediately. Mistransmission is not intended to waive confidentiality or privilege. Morgan Stanley reserves the right, to the extent permitted under applicable law, to monitor electronic communications. This message is subject to terms available at the following link: <http://www.morganstanley.com/disclaimers>. If you cannot access these

links, please notify us by reply message and we will send the contents to you. By messaging with Morgan Stanley you consent to the foregoing.

-----

NOTICE: Morgan Stanley is not acting as a municipal advisor and the opinions or views contained herein are not intended to be, and do not constitute, advice within the meaning of Section 975 of the Dodd-Frank Wall Street Reform and Consumer Protection Act. If you have received this communication in error, please destroy all electronic and paper copies and notify the sender immediately. Mistransmission is not intended to waive confidentiality or privilege. Morgan Stanley reserves the right, to the extent permitted under applicable law, to monitor electronic communications. This message is subject to terms available at the following link: <http://www.morganstanley.com/disclaimers>. If you cannot access these links, please notify us by reply message and we will send the contents to you. By messaging with Morgan Stanley you consent to the foregoing.

This email contains privileged or confidential information and is intended only for the named recipients. If you have received this email in error or are not a named recipient, please notify the sender and destroy the email. A detailed statement of the terms of use can be found at the following address [http://www.fasken.com/termsfuse\\_email/](http://www.fasken.com/termsfuse_email/).<[http://www.fasken.com/termsfuse\\_email/](http://www.fasken.com/termsfuse_email/)>

Ce message contient des renseignements confidentiels ou privilégiés et est destiné seulement à la personne à qui il est adressé. Si vous avez reçu ce courriel par erreur, S.V.P. le retourner à l'expéditeur et le détruire. Une version détaillée des modalités et conditions d'utilisation se retrouve à l'adresse suivante [http://www.fasken.com/fr/termsfuse\\_email/](http://www.fasken.com/fr/termsfuse_email/).<[http://www.fasken.com/fr/termsfuse\\_email/](http://www.fasken.com/fr/termsfuse_email/)>

DISCLAIMER:

This e-mail (including any attachments) may be confidential and is intended only for the use of the addressee(s). If you are not an addressee, please inform the sender immediately and destroy this e-mail. Do not copy, use or disclose this e-mail. E-mail transmission cannot be guaranteed to be secure or error free, and the sender does not accept liability for any errors or omissions in the contents of this message which may arise as a result of e-mail transmission.

DISCLAIMER:

This e-mail (including any attachments) may be confidential and is intended only for the use of the addressee(s). If you are not an addressee, please inform the sender immediately and destroy this e-mail. Do not copy, use or disclose this e-mail. E-mail transmission cannot be guaranteed to be secure or error free, and the sender does not accept liability for any errors or omissions in the contents of this message which may arise as a result of e-mail transmission.

-----

NOTICE: Morgan Stanley is not acting as a municipal advisor and the opinions or views contained herein are not intended to be, and do not constitute, advice within the meaning of Section 975 of the Dodd-Frank Wall Street Reform and Consumer Protection Act. If you have received this communication in error, please destroy all electronic and paper copies and notify the sender immediately. Mistransmission is not intended to waive confidentiality or privilege. Morgan Stanley reserves the right, to the extent permitted under applicable law, to monitor electronic communications. This message is subject to terms available at the following link: <http://www.morganstanley.com/disclaimers>. If you cannot access these links, please notify us by reply message and we will send the contents to you. By messaging with Morgan Stanley you consent to the foregoing.

DISCLAIMER:

This e-mail (including any attachments) may be confidential and is intended only for the use of the addressee(s). If you are not an addressee, please inform the sender immediately and destroy this e-mail. Do not copy, use or disclose this e-mail. E-mail transmission cannot be guaranteed to be secure or error free, and the sender does not accept liability for any errors or omissions in the contents of this message which may arise as a result of e-mail transmission.

DISCLAIMER:

This e-mail (including any attachments) may be confidential and is intended only for the use of the addressee(s). If you are not an addressee, please inform the sender immediately and destroy this e-mail. Do not copy, use or disclose this e-mail. E-mail transmission cannot be guaranteed to be secure or error free, and the sender does not accept liability for any errors or omissions in the contents of this message which may arise as a result of e-mail transmission.

-----

NOTICE: Morgan Stanley is not acting as a municipal advisor and the opinions or views contained herein are not intended to be, and do not constitute, advice within the meaning of Section 975 of the Dodd-Frank Wall Street Reform and Consumer Protection Act. If you have received this communication in error, please destroy all electronic and paper copies and notify the sender immediately. Mistransmission is not intended to waive confidentiality or privilege. Morgan Stanley reserves the right, to the extent permitted under applicable law, to monitor electronic communications. This message is subject to terms available at the following link: <http://www.morganstanley.com/disclaimers>. If you cannot access these links, please notify us by reply message and we will send the contents to you. By messaging with Morgan Stanley you consent to the foregoing.

DISCLAIMER: This e-mail (including any attachments) may be confidential and is intended only for the use of the addressee(s). If you are not an addressee, please inform the sender immediately and destroy this e-mail. Do not copy, use or disclose this e-mail. E-mail transmission cannot be guaranteed to be secure or error free, and the sender does not accept liability for any errors or omissions in the contents of this message which may arise as a result of e-mail transmission.

DISCLAIMER:

This e-mail (including any attachments) may be confidential and is intended only for the use of the addressee(s). If you are not an addressee, please inform the sender immediately and destroy this e-mail. Do not copy, use or disclose this e-mail. E-mail transmission cannot be guaranteed to be secure or error free, and the sender does not accept liability for any errors or omissions in the contents of this message which may arise as a result of e-mail transmission.