

Michael Leitner

From: Michael Leitner
Sent: Tuesday, July 29, 2014 10:31 AM
To: Tony Griffin
Subject: RE: RE: WIND

Thursday. All of the model are being cleaned up. What I hoped to have completed yesterday, will come our this afternoon. We will then send to you and will get the term sheets on Mobi overview to you

I'd like to have a chat on the tax work you did. Let me know a good time to speak

From: Tony Griffin [mailto:tony.griffin@westfacecapital.com]
Sent: Tuesday, July 29, 2014 7:29 AM
To: Michael Leitner
Subject: Re: WIND

When does the exclusivity period expire Michael ?

From: Michael Leitner <michael.leitner@tennenbaumcapital.com>
Date: Tuesday, July 29, 2014 4:23 PM
To: Anthony Griffin <tony.griffin@westfacecapital.com>
Subject: FW: WIND

fyi

Redacted



WFC0066080

From: Christian Gauthier [<mailto:GauthierC@bennettjones.com>]
Sent: Thursday, July 03, 2014 6:11 PM
To: 'Saratovsky, Felix'; Andrew Walker; 'Michael Leitner'
Cc: Hasan, Faaiz; Charles Chevette; Robert Goldschein; Sean Berry; David Dunlop; Menalda van Schouwenburg, Jelle; Russel Drew; 'lucas.wilson@ubs.com'; 'jonathan.herbst@ubs.com'; 'francois.turgeon@ubs.com'
Subject: Action Item List

All,

Further to our call today, attached and set out below is an action item list.

Best regards,
Chris

Outstanding Items List

July 3, 2016

1. Working capital

- ? VIP considering re-inserting upward adjustment
- ? Target Working Cap to be determined

- ? TB to confirm that "current assets" to include related party receivables and "current liabilities" to exclude shareholder loans

2. ?Regulatory

- ? 10 business day deadlines to file materials and Outside Date being considered by TB and regulatory counsel

3. Tax

- ? TB to provide a transaction structure for discussion as this relates to the flow of funds and relevant parties to the agreement
- ? TB to review relevant reps with counsel to ensure they do not relate to tax losses;
- ? TB to confirm no indemnity for losses from Pre-Closing Reorganization

4. Indemnity

- ? VIP will make counter-proposal on Absence of Changes rep not being subject to indemnity limits
- ? VIP to delete changes such that loss of profit not covered by indemnity
- ? TB to confirm that Indemnity Cap for Qualified Exceptions is Seller Proceeds
- ? TB to consider 48 month limit on indemnity claims relating to business reps and warranties

5. Transaction Expenses

- ? VIP to provide details on transaction expenses, including Pre-Closing Reorganization

? VIP's view is that expenses relating to Pre-Closing Reorganization? for account of Purchaser

6. Parties

? TB considering VIP's view that only GTH required to sign agreement and VIP considering GTH guaranteeing performance by other relevant ? parties including parties with assets in Western Europe

7. Reps and Warranties

? VIP to delete forward looking language in definition of "Material Adverse Change"

? TB reviewing revised reps and disclosure schedule provided on July 2

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

From: Saratovsky, Felix [<mailto:Felix.Saratovsky@vimpelcom.com>]

Sent: 03 July 2014 11:34 AM

To: Andrew Walker; 'Michael Leitner'

Cc: Hasan, Faaiz; Charles Chevrette; Robert Goldschein; Sean Berry; David Dunlop;

Menalda van Schouwenburg, Jelle; Christian Gauthier; Russel Drew

Subject: Re: SPA Call

Please copy Chris and Russ of Bennett Jones on the invite. Thank you.

On 7/3/14, 5:15 PM, "Andrew Walker" <Andrew.Walker@mcmillan.ca> wrote:

>I can join at that time, Michael.

>

>Andrew Walker

>Associate

>d 416.865.7206 | f 416.865.7048

>andrew.walker@mcmillan.ca

>

>Assistant: Rita Pinto | 416.865.7086 | rita.pinto@mcmillan.ca

>

>

>McMillan LLP

>Lawyers | Patent & Trade-mark Agents

>Brookfield Place, 181 Bay Street, Suite 4400 Toronto, Ontario M5J 2T3

>

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>

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>

>-----Original Message-----

>From: Michael Leitner [<mailto:Michael.Leitner@tennenbaumcapital.com>]

>Sent: July-03-14 11:15 AM

>To: Saratovsky, Felix

>Cc: Hasan, Faaiz; Charles Chevrette; Robert Goldschein; Sean Berry;

>Andrew Walker

>Subject: RE: SPA Call
>
>Felix, can we shoot for 615pm CET/915am PST works as long as our
>counsel from McMillan can join.
>
>Andrew can you please confirm by email.
>
>Sean if you can send around a dial in # we can call into that.
>
>-----Original Message-----
>From: Michael Leitner
>Sent: Thursday, July 03, 2014 4:49 PM
>To: Saratovsky, Felix
>Cc: Michael Leitner; Hasan, Faaiz; Charles Chevrette
>Subject: Re: SPA Call
>
>Sorry I'm trying to track folks down. Please give me another 30 min.
>
>_____

>Sent from my iPhone. Please excuse typos
>
>> On Jul 3, 2014, at 4:47 PM, "Saratovsky, Felix"
>><Felix.Saratovsky@vimpelcom.com > wrote:
>>
>> Michael, are we on for 6pm CET?
>>
>> On 7/2/14, 3:10 PM, "Michael Leitner"
>> <Michael.Leitner@tennenbaumcapital.com > wrote:
>>
>>> Can we tentatively pls hold 6 pm cet
>>>
>>> _____

>>> Sent from my iPhone. Please excuse typos
>>>
>>>> On Jul 2, 2014, at 2:14 PM, "Michael Leitner"
>>>> <Michael.Leitner@tennenbaumcapital.com > wrote:
>>>>
>>>> Let me revert for tomorrow
>>>>
>>>> _____

>>>> Sent from my iPhone. Please excuse typos
>>>>
>>>>> On Jul 2, 2014, at 1:01 PM, "Saratovsky, Felix"
>>>>> <Felix.Saratovsky@vimpelcom.com > wrote:
>>>>>
>>>>> Michael, we are available today between 2 and 4:30pm CET for an
>>>>> SPA call. If this doesn't give you enough time to rally your
>>>>> troops, please propose times that work for you tomorrow. We
>>>>> should have more flexibility tomorrow.
>>

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