
From: Devon Archer [REDACTED]
Sent: 8/14/2015 3:43:59 AM
To: vadym.pozharskyi@[REDACTED]
Subject: Re: Production and Sharing Agreement

This woman in particular from our side may want to take us down:

<http://harpers.org/blog/2015/08/undelivered-goods/>

Devon D. Archer
[REDACTED]

On Aug 13, 2015, at 11:34 PM, "[vadym.pozharskyi@\[REDACTED\]](mailto:vadym.pozharskyi@[REDACTED])" <[vadym.pozharskyi@\[REDACTED\]](mailto:vadym.pozharskyi@[REDACTED])> wrote:

You mentioned to me that it's also you and HB who will be the founders of the LLC in Delaware. Cliff mentioned only yourself.

For credibility "Ukrainian" purposes you both would be better...

Отправлено с iPhone

13 авг. 2015, в 23:59, Devon Archer <[darcher@\[REDACTED\]](mailto:darcher@[REDACTED])> написал(а):

Devon D. Archer
[REDACTED]

Begin forwarded message:

From: Marina Gerasymchuk <[m.gerasymchuk@\[REDACTED\]](mailto:m.gerasymchuk@[REDACTED])>
Date: August 13, 2015 at 4:17:21 PM EDT
To: "Clifford A. Wolff, Esq." <[cwolff@\[REDACTED\]](mailto:cwolff@[REDACTED])>
Сс: Devon Archer <[darcher@\[REDACTED\]](mailto:darcher@[REDACTED])> Андрей Кича
<[a_kicha@\[REDACTED\]](mailto:a_kicha@[REDACTED])> Archer Devon
<[darcher@\[REDACTED\]](mailto:darcher@[REDACTED])>, Даша Самсонова
<[dar.samsona@\[REDACTED\]](mailto:dar.samsona@[REDACTED])> <[o.terefenko@\[REDACTED\]](mailto:o.terefenko@[REDACTED])>
<[o.terefenko@\[REDACTED\]](mailto:o.terefenko@[REDACTED])> sebastian
<[sebastian@\[REDACTED\]](mailto:sebastian@[REDACTED])> The Greek
<[jason@\[REDACTED\]](mailto:jason@[REDACTED])>
Subject: Re: Production and Sharing Agreement

Cliff,

Thank you for your reply. Everything is noted.

Kind regards,
Marina

Sent from my iPad

On 13 Aug 2015, at 22:51, Clifford A. Wolff, Esq.

<cwolff@> wrote:

All -

Please see responses, below, for ease of reference.

- Cliff

From: Марина Герасимчук
[<mailto:m.gerasymchuk@>]
Sent: Wednesday, August 12, 2015 8:18 AM
To: Clifford A. Wolff, Esq.; 'Devon Archer'; 'Андрей Кича'
Сс: 'Archer'; 'Самсонова';
o.terefenko@; 'sebastian'; 'The Greek'
Subject: RE: Production and Sharing Agreement

Dear Cliff,

Thank you for your reply, we are fine with the answers, but in the meantime please clarify several issues below.

1. <!--[if !supportLists]--><!--[endif]-->Who is a founder of Burnham Energy Security, LLC?

Devon Archer

2. <!--[if !supportLists]--><!--[endif]-->Why do you propose to change an approach to the issue of incorporation legal entity in Lichtenstein, why it has changed from (unregulated) fund to LLC?

Lichtenstein is more familiar, and we believe the LLC is more flexible for the purpose non-security investments

3. <!--[if !supportLists]--><!--[endif]-->Has Burnham Energy Security, LLC direct link to Burnham Fund?

Burnham Energy Security is a stand-alone entity which exists under the Burnham Financial Group umbrella through common shareholder ownership and governance. Burnham Financial Group is a FINRA and SEC regulated business and therefore an operating agreement will be established between Burnham Energy Security and Burnham Financial Group when the contract is awarded.

4. <!--[if !supportLists]--><!--[endif]-->Please let us know the preliminary fee of incorporation of a fund and LLC in Lichtenstein through your agents. We'll do the same work through ours.

We are checking on that now. We will reply with best estimate shortly.

Thank you so much,

- Cliff

Thank you in advance,

Best regards
Marina Gerasymchuk
Legal Counsel

From: Clifford A. Wolff, Esq.
[mailto:cwolff@████████████████████]
Sent: Tuesday, August 11, 2015 5:59 PM
To: Марина Герасимчук; 'Devon Archer'; 'Андрей Кича'
Сс: 'Archer Devon'; 'Даша Самсонова';
o.terefenko@████████████████████ 'sebastian'; 'The Greek'
Subject: RE: Production and Sharing Agreement

All -

In speaking with Devon and our counsel in Lichtenstein, we believe the following answers are appropriate to the questions posed:

1. Lichtenstein is the preferred jurisdiction for the entity.
2. The best structure for the intended purpose is a Lichtenstein limited liability company (LLC, Ltd.)
3. The founder from our side will be a new entity, "Burnham Energy Security, LLC," which is a Delaware (US) limited liability company.
4. Devon is speaking to certain people about nomination to a board of directors. We are waiting to hear back from those individuals, but our initial thoughts are:

Chairman - Devon Archer

Director - Hunter Biden

Director - Alexander Kwasnieski

Director - Vuk Jeremic

Director - Wesley Clarke
Director - Carlos Pascual
Corporate Secretary - Vadim Pozharskyi
Senior Analyst - William Maze
Let us know if this is agreeable in principle. Thank you very much.

- Cliff

From: Марина Герасимчук
[mailto:m.gerasymchuk@████████████████████]
Sent: Monday, August 10, 2015 12:55 PM
To: 'Devon Archer'; 'Андрей Кича'
Сс: 'Archer Devon'; 'Даша Самсонова';
o.terefenko@████████████████████ Clifford A. Wolff, Esq.;
'sebastian'; 'The Greek'
Subject: RE: Production and Sharing Agreement

Dear Devon and Cliff,

Further to our conference call please find below issues discussed during the call.

1. Issue of jurisdiction. We consider three of jurisdictions in order to incorporate a fund: USA, Lichtenstein and Luxembourg. We inclined to Lichtenstein, that uses commonly for such purposes as we need to achieve.
2. In which form should we incorporate the entity, fund or LLC?
3. Who will be founders of a fund from your side? Burnhum original, right?
4. Name of the fund, board of directors, executives - looking forward to revive your vision.

As well, please find attached the text of PSA we have at our disposal, but please be aware that it might be a pre-final version.

Best regards
Marina Gerasymchuk
Legal Counsel

From: Devon Archer
[mailto:darcher@████████████████████]

Sent: Monday, August 10, 2015 3:24 PM
To: Андрей Кича
Сс: Марина Герасимчук; Archer Devon; Даша Самсонова; [o.terefenko@\[REDACTED\]](mailto:o.terefenko@[REDACTED]) Clifford A. Wolff Esq.; sebastian; The Greek
Subject: Re: Production and Sharing Agreement

12:00pm New York time I am proposing.

Devon D. Archer
646 436 3745

On Aug 10, 2015, at 5:47 AM, Андрей Кича
<[a.kicha@\[REDACTED\]](mailto:a.kicha@[REDACTED])> wrote:

Devon,

Can you give me a preliminary time of the call to consider it?

AK

From: Devon Archer
[\[mailto:darcher@\[REDACTED\]\]](mailto:darcher@[REDACTED])
Sent: Sunday, August 9, 2015 3:38 PM
To: Марина Герасимчук;
<[a.kicha@\[REDACTED\]](mailto:a.kicha@[REDACTED])>
Сс: Archer Devon; Даша Самсонова;
<[o.terefenko@\[REDACTED\]](mailto:o.terefenko@[REDACTED])> Clifford A. Wolff Esq.; sebastian; The Greek
Subject: Re: Production and Sharing Agreement

Andrii,
Please let me know if noon EST works for a preliminary call to review kick off plan tomorrow.
Very Best,
Devon

Devon D. Archer
646 436 3745

On Aug 7, 2015, at 10:39 AM, Марина Герасимчук
<[m.gerasymchuk@\[REDACTED\]](mailto:m.gerasymchuk@[REDACTED])>
wrote:

Dear Devon,

Taking into account your arrangements with Andrii re future cooperation on Production and Sharing Agreement (PSA), please find attached the information on PSA for further discussion with legal counsels. Further, please let us know time convenient for you for setting up a conference call on Monday to discuss the matter. In addition , we suppose to provide you with a deal structure on Monday. Please send me a confirmation that you safely received the attached document.

Thank you in advance.

Best regards
Marina Gerasymchuk
Legal Counsel

<Information on
PSA.doc>