

vTv Therapeutics Inc.
Form SC 13D/A
December 07, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 5)*

vTv Therapeutics Inc.
(Name of Issuer)

Class A common stock, par value \$0.01 per share
(Title of Class of Securities)

918385 105
(CUSIP Number)

Steven M. Cohen
Executive Vice President, Chief Administrative Officer and General Counsel
MacAndrews & Forbes Incorporated
35 East 62nd Street
New York, NY 10065
212-572-8600
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

With copies to:
Lawrence G. Wee
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019-6064
(212) 373-3000

December 5, 2017
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



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1 NAME OF REPORTING PERSON
MacAndrews & Forbes Incorporated

2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (SEE (a)
INSTRUCTIONS) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)
OO

5 CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
28,131,305 (1)

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
28,131,305 (1)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

28,131,305 (1)

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

79.7% (2)

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

The information set forth in Item 5 is incorporated by reference. Includes (i) 2,565,666 shares of Class A common stock, par value \$0.01 per share ("Class A Common Stock") of the Issuer, (ii) 23,084,267 shares of Class A Common Stock issuable upon exchange of 23,084,267 shares of Class B common stock, par value \$0.01 per share ("Class B Common Stock"), of the Issuer and corresponding nonvoting common units ("vTv Units") of vTv Therapeutics LLC, (iii) 198,267 shares of Class A Common Stock issuable to MacAndrews & Forbes Group LLC ("M&F Group") upon exercise of a Common Stock Purchase Warrant held by M&F Group (the "Warrant") and (iv) 2,283,105 shares of (1) Class A Common Stock issuable to M&F Group at the option of M&F Group pursuant to a commitment letter, dated December 5, 2017 (the "Letter Agreement"), that are beneficially owned by the "Reporting Persons" (as defined below). The Reporting Person disclaims any beneficial ownership of the shares of Class A Common Stock and Class B Common Stock, except to the extent of such Reporting Person's pecuniary interest therein. Includes 655,721 shares of Class B Common Stock and corresponding vTv Units that may be deemed to be directly beneficially owned by Mr. Ronald O. Perelman and 49,713 shares of Class B Common Stock and corresponding vTv Units that may be deemed to be directly beneficially owned by the Ronald O. Perelman Trust.

The calculation assumes that there is a total of 35,293,872 shares of Class A Common Stock outstanding, which is the sum of (i) 9,693,254 shares of Class A Common Stock outstanding, (ii) 23,119,246 shares of Class A Common Stock that are issuable in exchange for the 23,119,246 shares of Class B Common Stock and corresponding vTv (2) Units outstanding, (iii) 198,267 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrant and (iv) 2,283,105 shares of Class A Common Stock issuable to M&F Group pursuant to the Letter Agreement, in each case, as of November 1, 2017.

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NAME OF REPORTING PERSON

1

MacAndrews & Forbes LLC

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (SEE (a)
INSTRUCTIONS)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

8

2,646,372 (1)

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

2,646,372 (1)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

2,646,372 (1)

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

7.5% (2)

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO

The information set forth in Item 5 is incorporated by reference. Includes (i) 165,000 shares of Class A common (1) stock, (ii) 198,267 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrant and (iv) 2,283,105 shares of Class A Common Stock issuable to M&F Group pursuant to the Letter Agreement.

The calculation assumes that there is a total of 35,293,872 shares of Class A Common Stock outstanding, which is the sum of (i) 9,693,254 shares of Class A Common Stock outstanding, (ii) 23,119,246 shares of Class A Common (2) Stock that are issuable in exchange for the 23,119,246 shares of Class B Common Stock and corresponding vTv Units outstanding, (iii) 198,267 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrant and (iv) 2,283,105 shares of Class A Common Stock issuable to M&F Group pursuant to the Letter Agreement, in each case, as of November 1, 2017.

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1 NAME OF REPORTING PERSON
MacAndrews & Forbes Group LLC

2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (SEE (a)
INSTRUCTIONS) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)
OO

5 CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
2,646,372 (1)

9 SOLE DISPOSITIVE POWER
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

10 SHARED DISPOSITIVE POWER
2,646,372 (1)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

2,646,372 (1)

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

7.5% (2)

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO

The information set forth in Item 5 is incorporated by reference. Includes (i) 165,000 shares of Class A common (1) stock, (ii) 198,267 shares of Class A Common Stock issuable upon exercise of the Warrant and (iv) 2,283,105 shares of Class A Common Stock issuable pursuant to the Letter Agreement.

The calculation assumes that there is a total of 35,293,872 shares of Class A Common Stock outstanding, which is the sum of (i) 9,693,254 shares of Class A Common Stock outstanding, (ii) 23,119,246 shares of Class A Common (2) Stock that are issuable in exchange for the 23,119,246 shares of Class B Common Stock and corresponding vTv Units outstanding, (iii) 198,267 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrant and (iv) 2,283,105 shares of Class A Common Stock issuable to M&F Group pursuant to the Letter Agreement, in each case, as of November 1, 2017.

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1 NAME OF REPORTING PERSON
MFV Holdings One LLC

2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (SEE (a)
INSTRUCTIONS) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)
OO

5 CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
24,779,499 (1)

9 SOLE DISPOSITIVE POWER
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

10 SHARED DISPOSITIVE POWER
24,779,499 (1)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

24,779,499 (1)

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

75.5% (2)

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO

(1) The information set forth in Item 5 is incorporated by reference. Includes 22,378,833 shares of Class B Common Stock and corresponding vTv Units, which are exchangeable for 22,378,833 shares of Class A Common Stock.

(2) The calculation assumes that there is a total of 32,812,500 shares of Class A Common Stock outstanding, which is the sum of (i) 9,693,254 shares of Class A Common Stock outstanding and (ii) 23,119,246 shares of Class A Common Stock that are issuable in exchange for the 23,119,246 shares of Class B Common Stock and corresponding vTv Units outstanding, in each case, as of November 1, 2017.

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1 NAME OF REPORTING PERSON
M&F TTP Holdings LLC

2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (SEE (a)
INSTRUCTIONS) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)
OO

5 CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
22,378,833 (1)

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
22,378,833 (1)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

22,378,833 (1)

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

68.2% (2)

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO

The information set forth in Item 5 is incorporated by reference. Represents 22,378,833 shares of Class B (1) Common Stock and corresponding vTv Units, which are exchangeable for 22,378,833 shares of Class A Common Stock.

The calculation assumes that there is a total of 32,812,500 shares of Class A Common Stock outstanding, which is the sum of (i) 9,693,254 shares of Class A Common Stock outstanding and (ii) 23,119,246 shares of Class A (2) Common Stock that are issuable in exchange for the 23,119,246 shares of Class B Common Stock and corresponding vTv Units outstanding, in each case, as of November 1, 2017.

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1 NAME OF REPORTING PERSON
M&F TTP Holdings Two LLC

2 CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (SEE (a)
INSTRUCTIONS) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)
OO

5 CHECK IF DISCLOSURE OF LEGAL
PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

7 SOLE VOTING POWER
0

8 SHARED VOTING POWER
22,378,833 (1)

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
22,378,833 (1)

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

22,378,833 (1)

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

68.2% (2)

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO

The information set forth in Item 5 is incorporated by reference. Represents 22,378,833 shares of Class B (1) Common Stock and corresponding vTv Units, which are exchangeable for 22,378,833 shares of Class A Common Stock.

The calculation assumes that there is a total of 32,812,500 shares of Class A Common Stock outstanding, which is the sum of (i) 9,693,254 shares of Class A Common Stock outstanding and (ii) 23,119,246 shares of Class A (2) Common Stock that are issuable in exchange for the 23,119,246 shares of Class B Common Stock and corresponding vTv Units outstanding, in each case, as of November 1, 2017.

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This Amendment No. 5 (“Amendment No. 5”) amends and supplements the statement on Schedule 13D, dated August 14, 2015, as amended by Amendment No. 1 to the statement on Schedule 13D, dated August 28, 2015, as further amended by Amendment No. 2 to the statement on Schedule 13D, dated October 5, 2015, as further amended by Amendment No. 3 to the statement on Schedule 13D, dated April 6, 2016, and as further amended by Amendment No. 4 to the statement on Schedule 13D, dated August 15, 2017 (as so amended, the “Schedule 13D”), and is being filed with the Securities and Exchange Commission by MacAndrews & Forbes Incorporated, a Delaware corporation (“MacAndrews & Forbes”), MacAndrews & Forbes LLC, a Delaware limited liability company (“M&F LLC”), MacAndrews & Forbes Group LLC, a Delaware limited liability company (“M&F Group”), MFV Holdings One LLC, a Delaware limited liability company (“MFV”), M&F TTP Holdings LLC, a Delaware limited liability company (“M&F TTP”), and M&F TTP Holdings Two LLC, a Delaware limited liability company (“M&F TTP Two”) (each of the foregoing, a “Reporting Person,” and collectively, the “Reporting Persons”), relating to the shares of the Class A common stock, par value \$0.01 per share (“Class A Common Stock”), of vTv Therapeutics Inc., a Delaware corporation (the “Issuer”).

Item 4. Purpose of Transaction.

The information contained in Item 4 of the Schedule 13D is hereby amended and supplemented by adding the information below.

On December 5, 2017, M&F Group entered into a letter agreement (the “Letter Agreement”), with the Issuer, for M&F Group’s commitment to purchase, at the Issuer’s option, exercisable on demand during a one-year period after the date of the Letter Agreement (the “Investment Period”), Class A Common Stock at a per share price of \$4.38, which is equal to the average of the volume weighted-average prices of the Class A Common Stock for the five last completed trading days preceding the date of the Letter Agreement. The Letter Agreement also permits M&F Group to exercise an option to purchase Class A Common Stock at the same price up to three times during the Investment Period. The aggregate amount of Common Stock that may be purchased by M&F Group (whether at its or the Company’s option) pursuant to the Letter Agreement is limited to \$10.0 million.

In consideration for the commitment of M&F Group under the Letter Agreement, M&F received warrants (the “Warrants”) to purchase 198,267 shares of Class A Common Stock, exercisable at a price of \$5.04, which is 115% of the option price under the Letter Agreement. The Warrants are exercisable until December 5, 2024.

The obligation of M&F Group to fund and the obligation of the Issuer to issue shares under the Letter Agreement is subject to the execution of mutually acceptable definitive documentation at the time of a request for funding.

The foregoing summaries of the Letter Agreement and the Warrants are not complete and are subject in their entirety to the Letter Agreement and the Warrant themselves, which are filed as Exhibits 2 and 3 hereto and are incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

The information contained in the first four paragraphs of Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) MacAndrews & Forbes directly or indirectly controls M&F LLC, M&F Group, MFV, M&F TTP and M&F TTP Two. Including (i) the 23,119,246 shares of Class B Common Stock (which are exchangeable, together with a corresponding vTv Unit, for shares of Class A Common Stock on a one-to-one basis) outstanding, (ii) 198,267 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrant and (iii) 2,283,105 shares of Class A Common Stock issuable to M&F Group pursuant to the Letter Agreement, 28,131,305 shares of Class A Common Stock are beneficially owned by Mr. Perelman and MacAndrews & Forbes; 24,779,499 shares of Class A Common

Stock are beneficially owned by MFV; 22,378,833 shares of Class A Common Stock are beneficially owned by M&F TTP and M&F TTP Two; and 2,646,372 shares of Class A Common Stock are beneficially owned by M&F LLC and M&F Group. Each of the Reporting Persons disclaim any beneficial ownership of the shares of Class A Common Stock and Class B Common Stock, except to the extent of such Reporting Person's pecuniary interest therein.

Ronald O. Perelman, Director, Chairman and Chief Executive Officer of MacAndrews & Forbes, may be deemed to beneficially own all the shares of Class A Common Stock and Class B Common Stock beneficially owned by MacAndrews & Forbes, M&F LLC, M&F Group, MFV, M&F TTP and M&F TTP Two. The number of shares reported as beneficially owned by MacAndrews & Forbes includes 655,721 shares of Class B Common Stock and corresponding vTv Units that may be deemed to be directly beneficially owned by Mr. Perelman and 49,713 shares of Class B Common Stock and corresponding vTv Units that may be deemed to be directly beneficially owned by the Ronald O. Perelman Trust. Mr. Perelman disclaims any beneficial ownership of the shares of Class A Common Stock and Class B Common Stock, except to the extent of his pecuniary interest therein.

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The total Class A Common Stock beneficial ownership of (i) Mr. Perelman and MacAndrews & Forbes represents approximately 79.7% of the Class A Common Stock, (ii) MFV represents approximately 75.5% of the Class A Common Stock, (iii) M&F TTP and M&F TTP Two represents approximately 68.2% of the Class A Common Stock and (iv) M&F LLC and M&F Group represents approximately 7.5% of the Class A Common Stock (assuming, in the case of MFV, M&F TTP and M&F TTP Two, that there is a total of 32,812,500 shares of Class A Common Stock outstanding, which is the sum of (i) 9,693,254 shares of Class A Common stock outstanding and (ii) 23,119,246 shares of Class A Common Stock that are issuable in exchange for the 23,119,246 shares of Class B Common Stock and corresponding vTv Units outstanding, in each case, as of November 1, 2017, and, in the case of the beneficial ownership of Mr. Perelman, MacAndrews & Forbes, M&F LLC and M&F Group, that there is a total of 35,293,872 shares of Class A Common Stock outstanding, which is the sum of (i) 9,693,254 shares of Class A Common Stock outstanding, (ii) 23,119,246 shares of Class A Common Stock that are issuable in exchange for the 23,119,246 shares of Class B Common Stock and corresponding vTv Units outstanding, (iii) 198,267 shares of Class A Common Stock issuable to M&F Group upon exercise of the Warrant and (iv) 2,283,105 shares of Class A Common Stock issuable to M&F Group pursuant to the Letter Agreement, in each case, as of November 1, 2017).

The responses of each Reporting Person to Items 7 through 11 of the cover pages of this Schedule 13D relating to beneficial ownership of the shares of Class A Common Stock are incorporated herein by reference.

(c) Except for the transactions described herein, there have been no other transactions in the securities of the Issuer effected by the Reporting Persons within the last 60 days.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The information contained in Item 6 of the Schedule 13D is hereby amended and supplemented by adding the information below.

The responses set forth in Item 4 hereof are incorporated by reference in their entirety.

Joint Filing Agreement

Pursuant to Rule 13d-1(k) promulgated under the Exchange Act, the Reporting Persons have entered into an agreement on August 15, 2017 with respect to the joint filing of this Schedule 13D and any amendment or amendments thereto (the "Joint Filing Agreement"). The Joint Filing Agreement is attached hereto as Exhibit 1 and incorporated herein by reference.

Item 7. Material to be Filed as Exhibits

Exhibit 1: Joint Filing Agreement, dated August 15, 2017, between MacAndrews & Forbes Incorporated, MacAndrews & Forbes LLC, MacAndrews & Forbes Group LLC, MFV Holdings One LLC, M&F TTP Holdings LLC and M&F TTP Holdings Two LLC.

Exhibit 2: Letter Agreement, dated as of December 5, 2017, by and between vTv Therapeutics Inc. and MacAndrews & Forbes Group LLC.

Exhibit 3: Common Stock Purchase Warrant, dated as of December 5, 2017.

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918385 105

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 7, 2017
MacAndrews & Forbes
Incorporated

By: /s/ Michael C. Borofsky
Name: Michael C. Borofsky
Title: Senior Vice President

MacAndrews & Forbes LLC

By: /s/ Michael C. Borofsky
Name: Michael C. Borofsky
Title: Senior Vice President

MacAndrews & Forbes Group
LLC

By: /s/ Michael C. Borofsky
Name: Michael C. Borofsky
Title: Senior Vice President

MFV Holdings One LLC

By: /s/ Michael C. Borofsky
Name: Michael C. Borofsky
Title: Senior Vice President

M&F TTP Holdings LLC

By: /s/ Michael C. Borofsky
Name: Michael C. Borofsky
Title: Senior Vice President

M&F TTP Holdings Two LLC

By: /s/ Michael C. Borofsky
Name: Michael C. Borofsky
Title: Senior Vice President