

ITEM 4 (al)

Verne, B. Michael

From: [REDACTED]
Sent: Monday, April 16, 2012 10:50 AM
To: Verne, B. Michael
Cc: [REDACTED]
Subject: 4C/4D Requirements

Mike,

As discussed, the following rules apply to the production of Item 4C and 4D documents in proposed transactions that terminate but are later revived:

1. Items 4C and 4D(iii). In the event that negotiations in which Company A is to acquire Company B terminate, any 4C and 4D(iii) documents prepared in connection with such negotiations are not responsive in the event the transaction later revives. Any new responsive 4C/4D(iii) documents that relate to the second iteration of the transaction would need to be produced.
2. Items 4D(i) and 4D(ii). In the event that negotiations in which Company A is to acquire Company B terminate but the transaction later revives, the Parties would need to submit these documents if created within 1 year before the date of filing, regardless of the termination of the initial iteration of the transaction.

Thanks.



AGREE -
Bm
4/16/12

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