

From: [Gillis, Diana L.](#)
To: [REDACTED]
Subject: RE: Query re: Item 4(c) / 4(d)
Date: Friday, August 26, 2016 1:25:00 PM

Correct, the 4c/d documents are limited to the backside transaction. Of course, any such documents that also mention the main transaction are still responsive in full.

From: [REDACTED]
Sent: Friday, August 26, 2016 11:01 AM
To: Gillis, Diana L.
Subject: Query re: Item 4(c) / 4(d)

Ms. Gillis,

Hope this finds you well. I was hoping to get your input on what I believe is a quick question about Item 4(c)/4(d). We represent the acquiring party in a situation where the parties have concluded that the transaction is exempt from filing under the rules. However, part of the consideration for the acquisition will consist of our client's common stock, and it is anticipated there will be a back-end filing required in connection therewith, where our client will file as an acquired party.

Should the Item 4(c)/4(d) instructions be read as extending only to the transfer of our client's common stock as consideration (in other words, focusing on the back-end transaction, and disregarding the "main" transaction where our client is the acquiring party)? Many thanks in advance for your feedback, and please let me know if further information is needed.

Best regards,

[REDACTED] [REDACTED]