

ITEM 4(d)

Verne, B. Michael

From: [REDACTED]
Sent: Friday, May 18, 2012 12:04 PM
To: Verne, B. Michael
Subject: Two questions on Items 4(d)(i) and 4(d)(ii)

Hi Mike,

I hope all is well. I have two (hopefully quick) questions on Items 4(d)(i)/4(d)(ii).

The Item 4(d) tip sheet says that if a seller creates multiple CIMs for an array of bidders, then Item 4(d)(i) requires only the CIM created for the actual buyer.

My questions are:

- 1) Could you please confirm that this analysis is the same for Management Presentations? In other words, if a seller created multiple Management Presentations for an array of bidders, could you please confirm that Item 4(d)(i) would require (at most) only the Management Presentation that was created for the actual buyer?
- 2) Could you please confirm that this Item 4(d)(i) analysis also applies in Item 4(d)(ii)? In other words, if an investment banker, consultant, or other third-party advisory created multiple CIMs, Management Presentations, or due diligence responses, etc., for an array of bidders, could you please confirm that Item 4(d)(ii) would require only the CIM, Management Presentation, or due diligence response, etc. that was created for the actual buyer?

Many thanks, as always,

[REDACTED]

AGREE WITH BOTH
K. WALSH CONCURS.
BW
5/24/12

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