

**From:** [Walsh, Kathryn E.](#)  
**To:** [REDACTED] [Whitehead, Nora](#); [Gillis, Diana L.](#); [Berg, Karen E.](#)  
**Cc:** [REDACTED]  
**Subject:** RE: Request for Informal Interpretation - Item 4c/d Officers  
**Date:** Wednesday, October 12, 2016 8:55:16 AM

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We consider these officers for Item 4 purposes.

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**From:** [REDACTED]  
**Sent:** Monday, October 10, 2016 5:58 PM  
**To:** Whitehead, Nora; Gillis, Diana L.; Walsh, Kathryn E.; Berg, Karen E.  
**Cc:** [REDACTED]  
**Subject:** Request for Informal Interpretation - Item 4c/d Officers

Dear Nora, Diana, Kate, and Karen,

We hope you enjoyed the long weekend. We are preparing an HSR filing and wanted to confirm our understanding of the definition of “officers” for Item 4(c)-(d) purposes.

As we understand it, an “officer” for Item 4 purposes is an individual holding a position that is either: (i) appointed by the board of directors or (ii) identified in the company’s articles of incorporation or by-laws. In our case, the by-laws in question provide that officers of the company shall consist of a chairman of the board, a president, a secretary, a chief financial officer, and such “additional officers” as may be appointed by the president, the board of directors, or the chairman of the board. Further, the by-laws provide that such additional officers may include vice presidents, assistant secretaries, and assistant treasurers. Our question is whether individuals holding those “additional officer” positions (*e.g.*, vice president) who are appointed by the president (not the board of directors) are considered “officers” for Item 4 purposes. We think that these individuals are not Item 4 officers because they were not appointed to their positions by the board of directors and these positions are not specifically identified in the by-laws. Please let us know if you agree or if we can provide any additional information to inform your analysis.

Thank you,

[REDACTED]

[REDACTED]