

Item 4(d)

Walsh, Kathryn

From: Walsh, Kathryn
Sent: Tuesday, September 13, 2011 8:49 AM
To: [REDACTED]
Subject: RE: 4(d) Question

If there's a CIM dated within a year, submit it as 4(d)(i). We only need the CIM that went to the winning bidder and your approach is therefore fine. FYI, if the winning bidder did not retain a copy of the CIM, the seller still needs to submit a copy of the CIM with its filing. Of course, CIMs older than 1 year can still be responsive to 4(c).

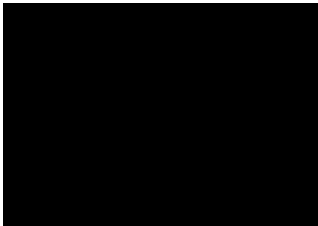
CIMs created for the sole purpose of financing are not what we have in mind for 4(d)(i). If, however, all you have is a CIM discussing the financing piece, you may want to consider submitting it as a 4(c). I think that's the part you heard.

From: [REDACTED]
Sent: Monday, September 12, 2011 5:56 PM
To: Walsh, Kathryn
Subject: 4(d) Question

Kate, enjoyed your brown bag session today. I have a quick question. Did you say that CIM's prepared for other bidders had to be turned in when you are already turning in a CIM for the bidder who one the deal? I didn't hear quite clearly. I thought you said turn in CIM for deal, if not that then equivalent of CIM and if not that then CIM for other bidders.

In my case, we do have a CIM for the bidder who won the deal and that is all I propose to file. We wouldn't file CIM's for other bidders. Do you agree?

Thanks, as always.



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