

## **Mancusi-Ungaro, Michael - OCI**

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**From:** THrdlick@foley.com  
**Sent:** Friday, April 19, 2019 7:15 AM  
**To:** Mancusi-Ungaro, Michael - OCI  
**Cc:** ARoss@foley.com; MEaston@foley.com; J.J.  
**Subject:** Redacted Copies of Purchase Agreement and Purchaser/Seller Disclosure Schedules  
**Attachments:** Redacted Copy of Purchase Agreement.pdf; Redacted Copy of Purchaser Disclosure Schedules.pdf; Redacted Copy of Seller Disclosure Schedules\_Redacted.pdf

**Importance:** High

Dear Michael,

I am pleased to report that both Seller and American Family are now in agreement with the proposed approach to redaction that you suggested and we discussed in our calls on Wednesday on the subject, without further need of additional redaction requests on our end. Namely, we will not seek redaction of the "Survival; Indemnification" line in the Table of Contents.

To facilitate finalization of this piece, I attach blacklined copies of the Stock Purchase Agreement which has been revised (in terms of blacklining) to reflect our discussions on Wednesday and the resolutions I believe we reached during those discussions. Obviously, please review and let me know if the attached blacklined SPA is consistent with your understanding of our discussions on Wednesday, or if there are any issues or inconsistencies therein.

Also attached are blacklined copies of the Disclosure Schedules (Purchaser and Seller) consistent with what I understand our agreement to be relative to confidential treatment of the bulk of those schedules. Also, please re-confirm that the pro formas we submitted will not be posted to the public website for this matter – I believe we discussed that briefly and just want to confirm.

I hope this completes this portion of the process and really appreciate your and Richard's patience and flexibility. I am traveling most of the day today but let me know if there are any remaining issues and I can find time to discuss the same.

Best,

Tom

Thomas R. Hrdlick  
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