

April 22, 2015

**AUTHORIZE RETENTION OF THE LAW FIRM  
SCHIFF HARDIN LLP**

**THE GENERAL COUNSEL REPORTS THE FOLLOWING DECISION:**

Retention of the law firm Schiff Hardin LLP.

DESCRIPTION: The General Counsel has authorized the law firm Schiff Hardin LLP to represent the Board of Directors of the Corporation in connection with the proposed acquisition of the Corporation by the Corporation's Board of Directors.

RECOMMENDATION: The General Counsel recommends that the Board of Directors authorize the retention of Schiff Hardin LLP as the Corporation's legal counsel.

APPROVAL: The General Counsel has approved the retention of Schiff Hardin LLP as the Corporation's legal counsel.

DATE: This decision is effective as of the date of this report.

BY: The General Counsel, [Name Redacted]

TITLE: General Counsel

DATE: [Date Redacted]

APPROVED BY: [Name Redacted]

TITLE: [Title Redacted]

DATE: [Date Redacted]

APPROVED BY: [Name Redacted]

TITLE: [Title Redacted]

DATE: [Date Redacted]

APPROVED BY: [Name Redacted]

TITLE: [Title Redacted]

DATE: [Date Redacted]