

From: Rick Mirabito <RMirabito@lyco.org>
Sent: Wednesday, September 15, 2021 11:11 AM
To: Krista Rogers <KRogers@lyco.org>; Scott Metzger <smetzger@lyco.org>; Carol Johnston <CJohnston@lyco.org>; Cindy Newcomer <cnewcomer@lyco.org>; ckenyon@mcclaw.com; Cynthia Dawson <cdawson@lyco.org>; Eileen Ebner <EEbner@lyco.org>; Matthew A. McDermott <mamcdermott@lyco.org>; Nicki Gottschall <NBrelsford@lyco.org>; seth@dahab.com; Tony Mussare <TMussare@lyco.org>
Subject: RE: Santander Consumer USA Holdings Inc. Takeover Litigation

I am in favor.

From: Cindy Newcomer <cnewcomer@lyco.org>
Sent: Tuesday, September 14, 2021 6:55 PM
To: Krista Rogers <KRogers@lyco.org>; Scott Metzger <smetzger@lyco.org>; Carol Johnston <CJohnston@lyco.org>; ckenyon@mcclaw.com; Cynthia Dawson <cdawson@lyco.org>; Eileen Ebner <EEbner@lyco.org>; Matthew A. McDermott <mamcdermott@lyco.org>; Nicki Gottschall <NBrelsford@lyco.org>; Rick Mirabito <RMirabito@lyco.org>; seth@dahab.com; Tony Mussare <TMussare@lyco.org>
Subject: RE: Santander Consumer USA Holdings Inc. Takeover Litigation

In favor

Treasurer

From: Scott Metzger <smetzger@lyco.org>
Sent: Tuesday, September 14, 2021 4:54:20 PM
To: Krista Rogers <KRogers@lyco.org>; Carol Johnston <CJohnston@lyco.org>; Cindy Newcomer <cnewcomer@lyco.org>; ckenyon@mcclaw.com <ckenyon@mcclaw.com>; Cynthia Dawson <cdawson@lyco.org>; Eileen Ebner <EEbner@lyco.org>; Matthew A. McDermott <mamcdermott@lyco.org>; Nicki Gottschall <NBrelsford@lyco.org>; Rick Mirabito <RMirabito@lyco.org>; seth@dahab.com <seth@dahab.com>; Tony Mussare <TMussare@lyco.org>
Subject: RE: Santander Consumer USA Holdings Inc. Takeover Litigation

I am in favor.

Commissioner Metzger

From: Krista Rogers <KRogers@lyco.org>
Date: 9/14/21 5:43 PM (GMT-05:00)
To: Scott Metzger <smetzger@lyco.org>, Carol Johnston <CJohnston@lyco.org>, Cindy Newcomer <cnewcomer@lyco.org>, ckenyon@mcclaw.com, Cynthia Dawson <cdawson@lyco.org>, Eileen Ebner <EEbner@lyco.org>, "Matthew A. McDermott" <mamcdermott@lyco.org>, Nicki Gottschall <NBrelsford@lyco.org>, Rick Mirabito <RMirabito@lyco.org>, seth@dahab.com, Tony Mussare <TMussare@lyco.org>
Subject: Re: Santander Consumer USA Holdings Inc. Takeover Litigation

ABE778

Thank you Commissioner Metzger, so if I may take that as a second to my motion, who is in favor or against moving ahead?

From: Krista Rogers <KRogers@lyco.org>
Sent: Friday, September 10, 2021 4:43 PM
To: Carol Johnston <CJohnston@lyco.org>; Cindy Newcomer <cnewcomer@lyco.org>; ckenyon@mcclaw.com; Cynthia Dawson <cdawson@lyco.org>; Eileen Ebner <EEbner@lyco.org>; Matthew A. McDermott <mamcdermott@lyco.org>; Nicki Gottschall <NBrelsford@lyco.org>; Rick Mirabito <RMirabito@lyco.org>; Scott Metzger <smetzger@lyco.org>; seth@dahab.com; Tony Mussare <TMussare@lyco.org>
Subject: FW: Santander Consumer USA Holdings Inc. Takeover Litigation

All,

We have been presented an opportunity to be lead plaintiff on a class action filing on behalf of the retirement fund. Solicitor Kenyon is ok with us participating as lead plaintiff if we would choose (see below).

The quick details of the case are

It is a Takeover case that will be brought in the Delaware Court of Chancery. The case involves Santander Consumer USA which is a wholly owned subsidiary of Banco Santander in Spain. Banco Santander is trying to buy the 20% of shares of Santander Consumer it does not own at an unfair price using a tender offer and no shareholder vote. We believe there is an ability to obtain a better price or post deal-closing damages. I have attached a research memo for your review. The fund currently holds over 2,000 shares of Santander Consumer stock. We believe that this is a very strong case due to the price and structure and that we will be able to obtain a financial recovery.

Please advise by email if you are in favor of proceeding as lead plaintiff. There is a time issue related to this so the sooner we reply the better.

Thank you.

Krista B. Rogers
 Lycoming County Controller

From: Christopher Kenyon <CKenyon@mcclaw.com>
Sent: Friday, September 10, 2021 10:52 AM
To: Krista Rogers <KRogers@lyco.org>
Cc: Nicki Gottschall <NBrelsford@lyco.org>
Subject: RE: Santander Consumer USA Holdings Inc. Takeover Litigation

I am ok with you guys participating in this "if" you want to do it!

Christopher H. Kenyon | Partner



835 West Fourth Street | Williamsport, PA 17701
(P) 570-326-5131 | (F) 570-326-5529
www.mcclaw.com

ABE778

From: Darren Check <Dcheck@ktmc.com>
Sent: Friday, September 3, 2021 8:05 AM
To: Krista Rogers <KRogers@lyco.org>
Cc: Christopher Kenyon [CKenyon@mcclaw.com] <CKenyon@mcclaw.com>; Nicki Gottschall <NBrelsford@lyco.org>; Seth Lynn <seth@dahab.com>
Subject: Re: Santander Consumer USA Holdings Inc. Takeover Litigation

Understood. There will be some time to review certain filings and provide some information for potential discovery, but this is not like a Federal securities class action in terms of number of filings and scope of discovery. There is a possibility of a deposition, though not likely in a state court case like this. During Covid almost all depositions are being down remotely, but if there was a need to go to New York for one we would cover all costs and expenses. While there will be some staff time, there is no situation where Lycoming will pay any money out of pocket for legal fees, travel, etc. I hope that this is helpful but am happy to discuss further. Thank you.

Best regards,
-Darren

Sent from my iPhone

Darren J. Check, Esquire
Kessler Topaz Meltzer & Check, LLP
280 King of Prussia Road
Radnor, PA 19087
Direct Dial: (610) 822-2235
Mobile: (215) 779-1143
Facsimile: (484) 270-1484
General Firm Phone: (610) 667-7706
E-mail: dcheck@ktmc.com
Internet: www.ktmc.com

From: Darren Check <Dcheck@ktmc.com>
Sent: Thursday, August 26, 2021 11:08 PM
To: Krista Rogers <KRogers@lyco.org>
Subject: Santander Consumer USA Holdings Inc. Takeover Litigation

Hi Krista,
I hope that this finds you and your family well and that everything remains good at the County. It has been some time since we last spoke, but with Jonathan Davidson moving on to

Foster & Foster I am your main contact again at the Firm. I am writing about a case that I hope the County consider taking a role in. It is a Takeover case that will be brought in the Delaware Court of Chancery. The case involves Santander Consumer USA which is a wholly owned subsidiary of Banco Santander in Spain. Banco Santander is trying to buy the 20% of shares of Santander Consumer it does not own at an unfair price using a tender offer and no shareholder vote. We believe there is an ability to obtain a better price or post deal-closing damages. I have attached a research memo for your review. The fund currently holds over 2,000 shares of Santander Consumer stock. We believe that this is a very strong case due to the price and structure and that we will be able to obtain a financial recovery. I am available at your convenience to answer any questions or provide any additional information. Thank you.

Best regards,

-Darren

Darren J. Check, Esquire

<image002.jpg>

280 King of Prussia Road

Radnor, Pennsylvania 19087

Direct Dial: 610-822-2235

Mobile: 215-779-1143

General Firm Phone: 610-667-7706

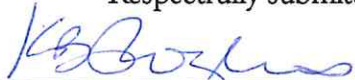
Direct Fax: 484-270-1484

General Firm Fax: 610-667-7056

e-mail: dcheck@ktmc.com

Internet: www.ktmc.com

Respectfully submitted by:



Krista B. Rogers, Secretary