IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

AL ROTHMAN, Plaintiff, vs. DR. PEPPER SNAPPLE GROUP, INC., WAYNE R. SANDERS, LARRY D. YOUNG, DAVID E. ALEXANDER, ANTONIO CARRILLO, JOSE GUTIERREZ, PAMELA H. PATSLEY, RONALD G. ROGERS, DUNIA SHIVE, and ANNE SZOSTAK, Defendants.	**Case No.:** **JURY DEMANDED**

Plaintiff brings this suit for violations of Sections 14(a) and 20(a) of the Securities Exchange Act of 1934. Plaintiff, by his attorneys, alleges upon information and belief, except for her own acts, which are alleged on knowledge, as follows:

NATURE OF THE ACTION

1. Plaintiff, a stockholder of Dr. Pepper Snapple Group, Inc. ("DPSG" or the "Company") brings this action against the Company and its Board of Directors for violations of Section 14(a) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act"), 15.U.S.C. §§ 78n(a), 78t(a), and SEC Rule 14a-9, 17 C.F.R. 240.14a-9, in connection with the proposed sale of DPSG. Defendants solicit stockholder approval in connection with the sale of the Company through a Registration Statement that omits material facts necessary to make the statements not false or misleading. Shareholders need this material information to decide whether to vote in favor of the Proposed Transaction (defined below).

2. On January 29, 2018, the Company announced that it had entered into a definitive agreement (the "Merger Agreement") with Keurig Green Mountain, Inc. ("Keurig") and its indirect subsidiary, Maple Parent Holdings Corp. ("Maple Parent," and collectively with Keurig, "Keurig"), pursuant to which DPSG and Keurig will combine their respective businesses. Under the terms of the Merger Agreement, DPSG shareholders will receive $103.75 per share in a special cash dividend and retain 13% of the combined company.

3. In connection with the Proposed Transaction, on March 8, 2018, the Company filed a materially incomplete and misleading Schedule 14A Information Statement (the "Registration Statement") with the United States Securities and Exchange Commission ("SEC"). The Registration Statement is false and misleading because it fails to provide adequate disclosure of material information related to the Proposed Transaction, including: (a) the background of the transaction; (b) the Company's financial forecasts; and (c) the valuation analyses prepared by the Company's financial advisor in connection with the rendering of its fairness opinion.

4. Without all material information the Company's shareholders cannot make an informed decision regarding whether to vote for or against the Proposed Transaction.

5. Plaintiff seeks to enjoin the Proposed Transaction or, in the event the Proposed Transaction is consummated, recover damages resulting from the Individual Defendants' violations of these laws.

JURISDICTION AND VENUE

6. This Court has subject matter jurisdiction under 28 U.S.C. § 1331, pursuant to 15 U.S.C. § 78aa (federal question jurisdiction), as Plaintiff alleges violations of Section 20(a) and 14(a) of the Exchange Act, and Rule 14a-9 promulgated thereunder.

7. The Court has personal jurisdiction over each of the Defendants because each either is a corporation that is incorporated under the laws of, conducts business in and maintains operations in this District or is an individual who either is present in this District for jurisdictional purposes or has sufficient minimum contacts with this District as to render the exercise of jurisdiction by this Court permissible under traditional notions of fair play and substantial justice.

8. Venue is proper in this District under Section 27 of the Exchange Act, 15 U.S.C. §78aa, as well as under 28 U.S.C. § 1391, because: (i) the conduct at issue had an effect in this District; and (ii) the Company is incorporated in this District.

THE PARTIES

9. Plaintiff is, and has been at all relevant times, the owner of shares of the Company common stock.

10. ***Defendant Wayne R. Sanders*** ("Sanders") has served as a director since May 2008 and is Chairman of the Board.

11. ***Defendant Larry Young*** ("Young") is President and CEO of the Company.

12. ***Defendant David E. Alexander*** ("Alexander") is a director of the Company.

13. ***Defendant Antonio Carrillo*** ("Carrillo") is a director of the Company.

14. ***Defendant José Gutiérrez*** ("Gutiérrez") is a director of the Company.

15. ***Defendant Pamela H. Patsley*** ("Patsley") is a director of the Company.

16. ***Defendant Ronald G. Rogers*** ("Rogers") is a director of the Company.

17. ***Defendant Dunia Shive*** ("Shive") is a director of the Company.

18. ***Defendant M. Anne Szostak*** ("Szostak") is a director of the Company.

19. Defendants, Szostak, Shive, Rogers, Patsley, Gutiérrez, Carrillo, Alexander, Young, and Sanders are collectively referred to herein as the "Individual Defendants."

20. Defendant DPSG is a leading producer of flavored beverages in North America and the Caribbean. DPSG is incorporated in Delaware and maintains its administrative headquarters at 5301 Legacy Drive Plano, Texas 75024.

21. DPSG and the Individual Defendants are collectively referred to herein as "Defendants."

OTHER RELEVANT ENTITIES

22. Keurig Green Mountain, Inc., a Delaware corporation, is a leading producer of specialty coffee and innovative single-serve brewing systems, with its Keurig® brewers and single-serve hot beverages in more than 20 million homes and offices throughout North America.

23. Salt Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of DPSG, was formed solely for the purpose of facilitating the Proposed Transaction.

FACTUAL BACKGROUND

The Proposed Transaction Process

24. In May of 2017, JAB Holding Company ("JAB") and DPSG held discussions regarding the potential distribution of certain products owned by Peet's Coffee, which is majority-owned by JAB, through the DPSG distribution network. These discussions lead to an inquiry from JAB as to whether DPSG would be interested in a strategic transaction other than a distribution arrangement.

25. JAB and DPSG held further discussions in August and September of 2017.

26. On October 5, 2017, JAB submitted a proposal to acquire DPSG. This proposal called for an acquisition of DPSG in exchange for $66.00 per share in cash, payable in the form of a one-time dividend, and a 28% equity stake in the combined company to be retained by

DPSG's shareholders. This proposal was tied to a number of conditions that sought to limit the scope of the Company's sale process including: (a) exclusive bi-lateral discussions, noting that JAB would walk away if the Company sought other offers or conducted any pre-signing market check; (b) willingness to sign a customary non-disclosure agreement and a standstill agreement providing JAB the ability to make a private offer to the Board and the fall-away of the standstill restrictions upon the receipt by DPSG of any competing proposal; (c) access to reciprocal due diligence focused on, in the case of Keurig's review of DPSG, a small number of key items that drive value as well as customary confirmatory due diligence; and (d) alignment on process and timetable—a three-week process with an announcement date of October 30, 2017.

27. On October 6, 2017, the above-referenced proposal was presented to the Board. The Board noted that this proposal undervalued DPSG and that the compressed three-week process was likely unfeasible. Despite these concerns, the Board authorized further discussions with JAB and the initiation of a due diligence process but directed DPSG management to respond to JAB with a request to extend the October 30, 2017 deadline for signing to November 15, 2017.

28. DSPG management reached out to representatives of Credit Suisse to discuss the potential engagement of Credit Suisse as financial advisor to DPSG and requested that Credit Suisse prepare a summary of its material relationships with each of JAB and Keurig.

29. JAB agreed to extend JAB's deadline for signing an agreement, but only until November 6, 2017.

30. On October 12, 2017, the Company and JAB entered into a nondisclosure agreement ("NDA"), which included an 18-month standstill restriction that was structured to fall-away upon the receipt by DPSG of any competing proposal.

31. Throughout the month of October, the Company and JAB, and their respective representatives, proceeded to negotiate the terms of the Proposed Transaction and engaged in mutual due diligence.

32. On October 25, 2017, the Board held a special telephonic meeting to discuss the above-referenced proposal and the status of negotiations and diligence. Following this discussion, the Board unanimously rejected the proposal and instructed the Company's executives to inform JAB that the proposal undervalued DPSG.

33. Approximately one month later, on November 20, 2017, JAB submitted a revised acquisition proposal to DPSG. The new proposal contemplated an increase in the cash consideration to $88.00 per share, payable in the form of a one-time dividend, together with a 15% equity stake in the combined company to be retained by the Company's stockholders, and granted to the Company the right to appoint two (2) directors to the board of the combined company.

34. The new proposal was reviewed by the Board on November 22, 2017. Following a discussion regarding the new proposal, the Board directed management to reengage in due diligence efforts and to work with Credit Suisse to, among other things, review financial aspects of the new proposal.

35. Approximately one month later, the Board held a special telephonic meeting to review the status of due diligence efforts and the desirability of a potential transaction. The Board concluded that the new proposal still undervalued the Company, but directed the Company's management to continue negotiations with JAB to determine whether JAB had a more compelling offer that could be presented to the Board for further consideration and a

determination at that time of whether such an offer would be in the best interests of DPSG's shareholders.

36. On January 8, 2018, JAB submitted a revised proposal, which contemplated further increase in the cash consideration to $96.00 per share, payable in the form of a one-time dividend, together with a 14% equity stake in the combined company to be retained by the Company's stockholders, and a right to appoint two directors to the board of the combined company.

37. On January 24, 2018, JAB submitted another revised offer that provided for a further increase in the cash consideration to $103.00 per share, payable in the form of a one-time dividend, together with a 13% equity stake in the combined company to be retained by the Company's stockholders. It also provided for a termination fee of $800 million, which would be payable by the Company in certain circumstances and for the Company's right to appoint two directors to the board of the combined company. Following continued negotiations between the two entities and their respective representatives, JAB increased the amount of the one-time cash dividend to $103.75 per share of the Company common stock and reduced the amount of the termination fee to $700 million (the "Final Proposal").

38. On January 27, 2018, the Board reviewed the status of negotiations. During this meeting, Credit Suisse discussed with the Board potential strategic alternatives that might be available to the Company. Following this presentation, the Board concluded that, for varying reasons, it was unlikely that any of these third parties would actually pursue a strategic transaction with the Company, and directed management to: (a) continue negotiations with JAB on the remaining open business and legal issues; (b) not make a counter-proposal to the Final Proposal; and (c) continue with the single-bidder strategy.

39. On January 28, 2018, the Board held a special telephonic meeting. Following a presentation by Credit Suisse that the consideration the Company was to receive was fair, from a financial point of view, to the holders of the Company common stock, the Board unanimously determined that the Merger Agreement and the transactions contemplated thereby, were fair to and in the best interests of the Company and its shareholders.

40. On January 29, 2018, the Merger Agreement was executed by the Company, and that same day, before the opening of trading on NYSE, the Company and Keurig issued a joint press release announcing the execution of the merger agreement.

The Proposed Transaction Announcement

41. On January 29, 2018, Keurig and DPSG jointly announced that they had entered into the Merger Agreement.

42. The press release stated in relevant part:

> PLANO, Tex. and BURLINGTON, Mass., January 29, 2018 — Dr. Pepper Snapple Group, Inc. ("Dr. Pepper Snapple") (NYSE: DPS) and Keurig Green Mountain, Inc. ("Keurig") today announced that the companies have entered into a definitive merger agreement to create Keurig Dr Pepper ("KDP"), a new beverage company of scale with a portfolio of iconic consumer brands and unrivaled distribution capability to reach virtually every point-of-sale in North
> America. Under the terms of the agreement, which has been unanimously approved by the Dr. Pepper Snapple Board of Directors, Dr. Pepper Snapple shareholders will receive $103.75 per share in a special cash dividend and retain 13% of the combined company.
>
> KDP will have pro forma combined 2017 annual revenues of approximately $11 billion. This combination of two iconic beverage companies joins together beloved brands Dr. Pepper, 7UP, Snapple, A&W, Mott's and Sunkist with leading coffee brand Green Mountain Coffee Roasters and the innovative Keurig singleserve coffee system, as well as more than 75 owned, licensed and partner brands in the Keurig system.

Larry Young, President and Chief Executive Officer of Dr. Pepper Snapple, said, "This transaction will deliver significant and immediate value to our shareholders, along with the opportunity to participate in the long-term upside potential of our combined company and attract new brands and beverage categories to our platform in a fast-changing industry landscape. We are excited to combine with Keurig to build on the rich heritage and expertise of both companies and provide the highest-quality hot and cold beverages to satisfy every consumer throughout the day."

Bob Gamgort, Chief Executive Officer of Keurig, said, "Our view of the industry through the lens of consumer needs, versus traditional manufacturer-defined segments, unlocks the opportunity to combine hot and cold beverages and create a platform to increase exposure to high-growth formats. The combination of Dr. Pepper Snapple and Keurig will create a new scale beverage company which addresses today's consumer needs, with a powerful platform of consumer brands and an unparalleled distribution capability to reach virtually every consumer, everywhere. We are fortunate to have talented leadership teams within both companies, and I look forward to working together with the Dr. Pepper Snapple team to make this combination a success for all of our stakeholders."

Bart Becht, Partner and Chairman of JAB Holding Company and Chairman of Keurig, said, "We are very excited about the prospect of KDP becoming a challenger in the beverage industry. Management's proven operational and integration track record along with their commitment to innovation and potential future brand consolidation opportunities, while maintaining an investment grade rating, positions the company well for long-term success and material shareholder value creation."

Dirk Van de Put, CEO of Mondelēz International, which will have a significant stake in KDP, said, "We have been very pleased with our coffee partnership with Keurig, and strongly support the strategic rationale for this transaction. We look forward to continuing to participate in the compelling value-creation and long-term growth opportunities inherent in this powerful beverage platform."

Compelling Value for Shareholders

The company believes its complementary portfolio, access to high-growth segments of the beverage industry and shareholder value-focused management team will enable it to achieve sustained growth through continued innovation, brand consolidation

opportunities and enhanced household penetration for its leading brands.

KDP targets realizing $600 million in synergies on an annualized basis by 2021. Dr. Pepper Snapple expects to pay its first quarter ordinary course dividend of $0.58 per share. At the close of the transaction, the company expects to deliver an annual dividend of $0.60 per share.

The company will deliver strong cash flow generation and accelerate its deleveraging, with a target Net Debt/EBITDA of below 3.0x within two to three years after closing. KDP anticipates total net debt at closing to be approximately $16.6 billion and it anticipates maintaining an investment grade rating.

Keurig Performance Update

Since becoming a private company following its acquisition by a JAB-led investor group in March 2016, Keurig has renewed its marketing investment and improved its new brewer innovation pipeline, which has resulted in renewed top- line volume growth, increasing U.S. household penetration for Keurig brewers to 20%, from 17%, in the last two years. In the same period, Keurig has added key brand partners into the Keurig system with the help of strategic pod price reductions and value-added services. The combination of those two factors has allowed the company to improve its pod growth from the low-single digits to mid- single digits in the second half of calendar year 2017.

Keurig also delivered a 14.1% annual improvement in operating income and increased its operating margin by 710 basis points in the last two years behind significant productivity improvement programs. The company has also strengthened its balance sheet and significantly reduced its debt/EBITDA to 2.7x as of December 2017, from 5.5x as of March 2016, when the company was acquired.

Transaction Details

Under the terms of the merger agreement, Dr. Pepper Snapple shareholders will receive a special cash dividend of $103.75 per share and will retain their shares in Dr. Pepper Snapple. Upon closing of the transaction, Keurig shareholders will hold 87% and Dr Pepper Snapple shareholders will hold 13% of the combined company.

JAB Holding Company, a global investment firm with a proven track record of investing long-term capital in global consumer brands, and its partners, will together make an equity investment of $9 billion as part of the financing of the transaction. JAB will be investing equity capital from JAB Holding Company as well as through JAB Consumer Fund, an investment fund backed by a group of like-minded, long-term oriented investors. Both JAB Holding Company and JAB Consumer Fund are overseen by three senior partners: Peter Harf, Bart Becht and Olivier Goudet. Entities affiliated with BDT Capital Partners, a Chicago-based merchant bank that provides long-term private capital and advice to closely held companies, are also investing alongside JAB. Upon closing of the transaction, JAB will be the controlling shareholder. Mondelēz International, JAB's partner in Keurig, will hold an approximately 13-14% stake in the combined company.

The balance of the transaction financing will be provided through financing debt commitments from JPMorgan Chase Bank, Bank of America Merrill Lynch and Goldman Sachs. The transaction is not subject to a financing condition and is expected to close in the second calendar quarter of 2018, subject to the approval of Dr Pepper Snapple shareholders and the satisfaction of customary closing conditions, including receipt of regulatory approvals.

Management and Governance

Bob Gamgort, current chief executive officer of Keurig, will serve as chief executive officer of the combined company and Ozan Dokmecioglu, current chief financial officer of Keurig, will serve as its chief financial officer. Dr. Pepper Snapple President and CEO Larry Young intends to transition to a role on KDP's Board of Directors to help the new management team realize the full potential of the company. Bart Becht, of JAB, will serve as Chairman of the company's Board of Directors and Bob Gamgort will become an Executive Member of the Board. Four additional directors will be appointed by JAB, two directors will be appointed by Dr. Pepper Snapple, including Mr. Young, two directors will be appointed by Mondelēz International, and two independent directors will be appointed.

Keurig and Dr. Pepper Snapple will continue to operate out of their current locations and Bob Gamgort, CEO of the combined company, will be based in Burlington, Mass. The combined company will draw on the leadership teams of both companies, who will continue running their respective businesses.

The Registration Statement is False and Misleading

43. On March 8, 2018, the Company filed a Registration Statement with the SEC. The Registration Statement contains material misrepresentations and omissions of fact that must be cured to allow the Company shareholders to render an informed decision with respect to the Proposed Transaction.

Material Omissions Concerning the Sale Process

44. With respect to the Company's investigation into potential alternative transactions, the Registration Statement omits material information pertaining to the Board's consideration of potential strategic alternatives that might be available to the Company, including certain third parties that might theoretically consider a strategic transaction with the Company.

45. For example, on January 27, 2018, just one day before the Board voted unanimously to approve the Merger Agreement, Credit Suisse discussed with the Board potential strategic alternatives that might be available to the Company, including certain third parties that might theoretically consider a strategic transaction with the Company. Following this discussion, the "Board concluded that, for varying reasons, it was unlikely that any of these third parties would actually pursue a strategic transaction with DPSG." Details regarding these third parties that might theoretically consider a strategic transaction with DPSG is absent from the Registration Statement, as is any information concerning whether potential strategic alternatives that might be available to the Company were ever considered by the Board prior to the January 27, 2018 meeting. This information is clearly material to Company shareholders as without additional information the Company shareholders are unable to evaluated whether the Board a thorough investigation of the Company's strategic options or if parties that had

previously been interested in a potential acquisition of the Company are now foreclosed from submitting superior proposals.

46. The omission of this information renders the Registration Statement false and misleading.

Material Omissions Concerning the Company's Projected Financial Information

47. With respect to the Company's projected financial information, the Registration Statement omits material information pertaining to the financial projections that were used by the Company's financial advisor in connection with the Proposed Transaction.

48. The Registration Statement provides projected values for EBITDA and Unlevered Free Cash Flow, two non-GAAP accounting metrics that are not typically provided to Company stockholders in either the Company's annual or quarterly reports filed with the SEC, for projected financial information over the years 2017-2023.

49. The Registration Statement omits to disclose the metrics used to calculate these non-GAAP measures or otherwise reconcile the non-GAAP projections to the most comparable GAAP measures. The omission of this information is troubling for the Company shareholders. By providing projected values for EBITDA and Unlevered Free Cash Flow without fully disclosing the line item metrics used to calculate them, or otherwise reconciling these non-GAAP projection to corresponding GAAP measures, the Company has unexplainably departed from the customary method by which the Company shareholders are routinely provided financial information relating to the Company, thereby rendering the financial projections contained within the Registration Statement materially incomplete and misleading.

50. Thus, the Registration Statement must disclose the necessary line items to reconcile these non-GAAP measures to well-understood GAAP financial metrics.

51. Despite detailing the various line item metrics used to calculate these Non-GAAP measures, the Registration Statement fails to disclose the values of the line items used to calculate them, nor does the Registration Statement provide a reconciliation of EBITDA or Unlevered Free Cash Flow to their most directly comparable respective GAAP measures. This is a significant deviation from the methodology by which the Company typically provides financial information to its stockholders.

52. As evidenced by the recent Form 10-K for the Year Ended December 31, 2017, filed on February 14, 2017, the Company shareholders are routinely provided with these line item metrics at the end of each financial year. The failure to provide financial projections relating to these line item metrics, and to instead provide financial projections for two non-GAAP financial measures that are not provided in either the Company's annual or quarterly reports, renders the financial projections contained within the Registration Statement materially incomplete and misleading.

Material Omissions Regarding Credit Suisse's Financial Analyses

53. The Registration Statement describes Credit Suisse's fairness opinion and the various valuation analyses it performed in support of its opinions.

54. The description of Credit Suisse's fairness opinion and the underlying analyses omits key inputs and assumptions of the Company underlying these analyses. Without this information, the Company's shareholders are being misled as to what weight, if any, to place on Credit Suisse's fairness opinions in determining whether to vote in favor of the Proposed Transaction. This omitted information, if disclosed, would significantly alter the total mix of information available to the Company's shareholders.

55. For example, the Registration Statement discloses that Credit Suisse conducted both a *DPSG (Standalone) Discounted Cash Flow Analysis* for DPSG and *Pro Forma Combined Company Discounted Cash Flow Analysis* for the combined company. However, the Registration Statement fails to disclose the following key components used in the analysis. Specifically, with respect to Credit Suisse's *Pro Forma Combined Company Discounted Cash Flow Analysis*, the Registration Statement fails to disclose the following key components used in the analysis: (a) the inputs and assumptions underlying the calculation of the range of multiples from 12.00x to 13.25x; (b) the inputs and assumptions underlying the calculation of the discount rates ranging from 6.0% to 8.0%; and (c) the inputs and assumptions underlying the treatment of stock-based compensation as a cash expense. Also, with respect to Credit Suisse's *DPSG (Standalone) Discounted Cash Flow Analysis*, the Registration Statement fails to disclose the following key components used in the analysis: (a) the inputs and assumptions underlying the calculation of the range of multiples from 12.5x to 13.5x; (b) the inputs and assumptions underlying the calculation of the discount rates ranging from 5.0% to 6.5%; and (c) the inputs and assumptions underlying the treatment of stock-based compensation as a cash expense.

COUNT I

Class Claims Against All Defendants for Violations of Section 14(a) of the Exchange Act and SEC Rule 14a-9 Promulgated Thereunder

56. Plaintiff incorporates each and every allegation set forth above as if fully set forth herein.

57. SEC Rule 14a-9, 17 C.F.R. § 240.14a-9, promulgated pursuant to Section 14(a) of the Exchange Act, provides:

> No solicitation subject to this regulation shall be made by means of any proxy statement, form of proxy, notice of meeting or other communication, written or oral, containing any statement which, at the time and in light of the circumstances under which it is made,

> is false or misleading with respect to any material fact, or which omits to state any material fact necessary in order to make the statements therein not false or misleading or necessary to correct any statement in any earlier communication with respect to the solicitation of a proxy for the same meeting or subject matter which has become false or misleading.

58. Defendants disseminated the false and misleading Registration Statement specified above, which failed to disclose material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading in violation of Section 14(a) of the Exchange Act and SEC Rule 14a-9 promulgated thereunder.

59. Defendants were aware of this information and of their duty to disclose this information in the Registration Statement. The Registration Statement was prepared, reviewed, and/or disseminated by Defendants. The Registration Statement misrepresented and/or omitted material facts as described above. Defendants were at least negligent in filing the Registration Statement with these materially false and misleading statements.

60. The omissions and false and misleading statements in the Registration Statement are material in that a reasonable shareholder would consider them important in deciding how to vote on the Proposed Transaction. In addition, a reasonable investor would view a full and accurate disclosure as significantly altering the "total mix" of information made available in the Registration Statement and in other information reasonably available to unitholders.

61. By reason of the foregoing, Defendants have violated Section 14(a) of the Exchange Act and SEC Rule 14a-9(a) promulgated thereunder.

62. Because of the false and misleading statements in the Registration Statement, Plaintiff and the putative Class are threatened with irreparable harm, rendering money damages inadequate. Therefore, injunctive relief is appropriate to ensure Defendants' misconduct is corrected.

COUNT II

Class Claims Against the Individual Defendants for Violation of Section 20(a) of the Exchange Act

63. Plaintiff repeats and re-alleges the preceding allegations as if fully set forth herein.

64. The Individual Defendants acted as controlling persons of the Company within the meaning of Section 20(a) of the Exchange Act as alleged herein. By virtue of their positions as officers or directors of the Company and participation in or awareness of the Company's operations or intimate knowledge of the false statements contained in the Registration Statement filed with the SEC, they had the power to influence and control and did influence and control, directly or indirectly, the decision-making of the Company, including the content and dissemination of the various statements which Plaintiff contends are false and misleading.

65. Each of the Individual Defendants was provided with or had unlimited access to copies of the Registration Statement and other statements alleged by Plaintiff to be misleading prior to or shortly after these statements were issued and had the ability to prevent the issuance of the statements or cause the statements to be corrected.

66. In particular, each of the Individual Defendants had direct and supervisory involvement in the day-to-day operations of the Company, and, therefore, is presumed to have had the power to control or influence the particular transactions giving rise to the securities violations as alleged herein and exercised the same. The Registration Statement at issue contains the unanimous recommendation of each of the Individual Defendants to approve the Proposed Transaction. They were, thus, directly involved in the making of this document.

67. In addition, as the Registration Statement sets forth at length, and as described herein, the Individual Defendants were each involved in negotiating, reviewing, and approving the Proposed Transaction.

68. By virtue of the foregoing, the Individual Defendants have violated Section 20(a) of the Exchange Act.

69. Plaintiff and the putative Class have no adequate remedy at law. Only through the exercise of this Court's equitable powers can Plaintiff and the putative Class be fully protected from the immediate and irreparable injury that Defendants' actions threaten to inflict.

PRAYER FOR RELIEF

WHEREFORE, Plaintiff demands judgment against defendants jointly and severally, as follows:

(A) Declaring that the Registration Statement is materially false or misleading;

(B) Enjoining, preliminarily and permanently, the Proposed Mergers;

(C) In the event that the transaction is consummated before the entry of this Court's final judgment, rescinding it or awarding Plaintiff rescissory damages;

(D) Directing that Defendants account to Plaintiff for all damages caused by them and account for all profits and any special benefits obtained as a result of their breaches of their fiduciary duties;

(E) Awarding Plaintiff the costs of this action, including a reasonable allowance for the fees and expenses of Plaintiff's attorneys and experts; and

(F) Granting Plaintiff such further relief as the Court deems just and proper.

JURY DEMAND

Plaintiff demands a trial by jury.

O'KELLY ERNST & JOYCE, LLC

Dated: April 6, 2018

By: */s/ Ryan M. Ernst*

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