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**CLEVELA**

Persons shall be considered to be acting as a group, if they are owners of a corporation that enters into a merger, consolidation, purchase or acquisition of stock, or similar business transaction with the Company.

There is no change in control event under this Section 1.2 when







Retention Units or the realization of such benefit that the Participant make arrangements satisfactory to the Company for payment of the balance of such taxes required to be withheld



### 3. The Relative Tofa



