

From: "Williams-Ramey, Aimee" <Aimee.Williams-Ramey@sabre.com>
Sent: Thu, 6 Sep 2018 10:03:50 -0500 (CDT)
To: "Boyle, Chris" <Chris.Boyle@sabre.com>
Subject: RE: Following up Marlins

Thanks.

Aimee Williams-Ramey
General Counsel / Sabre Corporation
Office + [REDACTED] / Mobile + [REDACTED]

This email is intended only for the use of the party to which it is addressed and may contain information that is privileged, confidential, or protected by law. If you are not the intended recipient, you are hereby notified that any dissemination, copying or distribution of this email or its contents is strictly prohibited. If you have received this message in error, please notify me immediately by replying to the message and deleting it from your computer.

From: Boyle, Chris
Sent: Thursday, September 06, 2018 10:01 AM
To: Williams-Ramey, Aimee <Aimee.Williams-Ramey@sabre.com>
Subject: RE: Following up Marlins

Redacted

From: Williams-Ramey, Aimee
Sent: Thursday, September 06, 2018 9:56 AM
To: Boyle, Chris <Chris.Boyle@sabre.com>
Subject: FW: Following up Marlins
Importance: High

Redacted

Aimee Williams-Ramey
General Counsel / Sabre Corporation
Office + [REDACTED] / Mobile + [REDACTED]

This email is intended only for the use of the party to which it is addressed and may contain information that is privileged, confidential, or protected by law. If you are not the intended recipient, you are hereby notified that any dissemination, copying or distribution of this email or its contents is strictly prohibited. If you have received this message in error, please notify me immediately by replying to the message and deleting it from your computer.

From: Dispenza, Linda M. <ldispenza@cgsh.com>
Sent: Thursday, September 06, 2018 7:51 AM
To: Williams-Ramey, Aimee <Aimee.Williams-Ramey@sabre.com>; Cary, George S. <gcary@cgsh.com>; Kaiser, Steven J. <skaiser@cgsh.com>
Subject: RE: Following up Marlins

Redacted

Linda M. Dispenza | Professional Assistant
Cleary Gottlieb Steen & Hamilton LLP
Assistant To: George S. Cary, Samuel Park, Athina Van Melkebeke
2000 Pennsylvania Avenue, NW
Washington, DC 20006
T: +1 202 974 1921 | F: +1 202 974 1999

**PLAINTIFF EXHIBIT
PX439**

SABR-000119108

From: Williams-Ramey, Aimee [mailto:Aimee.Williams-Ramey@sabre.com]
Sent: Wednesday, September 5, 2018 9:50 PM
To: Cary, George S. <gcary@cgsh.com>; Kaiser, Steven J. <skaiser@cgsh.com>
Subject: Fwd: Following up Marlins

Redacted

Begin forwarded message:

From: "Barnett, Doug" <Doug.Barnett@sabre.com>
Date: September 5, 2018 at 8:41:18 PM CDT
To: "Shirk, Dave" <Dave.Shirk@sabre.com>
Cc: "Menke, Sean" <Sean.Menke@sabre.com>, "Williams-Ramey, Aimee" <Aimee.Williams-Ramey@sabre.com>, "Boyle, Chris" <Chris.Boyle@sabre.com>, "Kremer, Drew" <Drew.Kremer@sabre.com>
Subject: Re: Following up Marlins

I think we end up closer to 330-350 but be patient for now

Sent from my iPhone

On Sep 5, 2018, at 8:14 PM, Shirk, Dave <Dave.Shirk@sabre.com> wrote:

Chris

This is great news. Let's connect tomorrow and work on next steps. Will wait on Sean and Doug on price. Feels like we meet in the middle or maybe \$330M.

-Dave

From: Boyle, Chris
Sent: Wednesday, September 5, 2018 8:02:25 PM
To: Menke, Sean; Shirk, Dave; Barnett, Doug; Williams-Ramey, Aimee
Cc: Kremer, Drew
Subject: FW: Following up Marlins

I spoke to Jeff today and he gave specific feedback regarding price and terms in response to the conversation and email I sent last week (incl. below). He told me today that the deal is ours if we hit the following and are ready to move (recognizing that some things take time).

Feedback:

- Price \$375M
- Response on terms we proposed:
 - Use Rep & Warranty Insurance, they will propose that we pay for it. We may get to split it. Not typically a very big number, e.g., \$50K
 - Lower escrow amount from 15% we proposed. 10% is fairly common.
 - Identify Key Employees and they will agree to have concurrent dialogue to sign them up with the deal. We proposed that 95% of employees had to agree as well, but understandably they don't want to have employees be able to hold up the deal.
 - Don't want to take risk on customer consents which we asked for. We will have to solve this together. Contracts will have change of control in them and this is often a risk that Buyer takes.
 - Regulatory was not mentioned in our LOI and they want to get into a dialogue on this. This will likely lead to them asking us to agree to a Antitrust Reverse Termination Fee.

Next Steps:

- They are not going to mark-up our LOI nor do they expect us to. So we can hold off on having a signed LOI. They are not going to give us exclusivity anyway. But they will send us a draft purchase agreement, maybe next week, so we will see all their views on terms there.
- They will open a data room next week, not sure when or how full it will be and I let Jeff know that our ability to move quickly clearly depends on this.
- We need to propose a “clean team” that will review contracts and possibly other areas such as named pipeline.
- Sabre 3rd party work:

- We have retained Hogan Lovells as M&A counsel

Redacted

- We have a proposal from EY to help in accounting diligence and I think that this is beneficial to move with speed and confidence. We will have 606 adjustments to make.

- We will work on dates to propose for follow-up due diligence and integration prep discussions

My view is that this is a very constructive development. We can decide how we want to play the balance of price and terms as we learn more. I think that we should endeavor to move as quickly as they let us so that we keep any speed advantage on our side. The DD list we sent is attached and also the deal numbers with highlight for the counter bid.

Thanks,
Chris

From: Boyle, Chris
Sent: Wednesday, August 29, 2018 11:15 AM
To: reisenberg@evercore.com
Cc: Kremer, Drew <Drew.Kremer@sabre.com>
Subject: Following up

Jeff,

Following up on the call from yesterday. We look forward to receiving guidance on terms beyond price that will be important to Farelogix. What we have been trying to do is basically to have your side engage in real price discovery so that we can move into the type of confirmatory diligence and drafting of documentation that brings us to a deal. If your client's position changes such that we can do that, or we can discuss the basis upon which we would do that, then please let me know.

You noted not wanting to basically argue the valuation. I will offer our thinking at least. I noted that we have limits relative to our alternative organic path as we ended the call yesterday. We believe that we submitted a very credible and complete offer, and now feel like to rebid in an uncertain process and timeline just makes us susceptible to death by a thousand cuts. We are trying to just get to the answer as we have been at this for very long and we are making our own organic decisions. We do not have go/no-go business diligence to do at the price and terms that we submitted. If the price goes up, our attention necessarily goes up on how exactly the company will deliver 2018 and 2019 and beyond. To be plain spoken, we forecast that the company will do [REDACTED] of revenue in 2019 and around [REDACTED] EBITDA margin given [REDACTED] ~GP flow-through and modestly higher SG&A to deliver this plan. We came to this POV in earnest through discussions with your mgmt. team and our own carrier by carrier build up. Could we together do better than that? Could FLX on its own hit its 2019 forecast? Maybe. But at \$300M we believe that we are paying very fair multiples for the business. This is a great looking business at this level of growth and margin and worth what we have offered should it achieve this. Less than this would be reasonable in our assessment and to underwrite to more than this gets hard. Having a specific price dialogue that reaches a deal would be constructive and may enable us to move.

I am attaching a DD list. This is the complete data room request, subject to revision based on responses, but basically confirmatory in nature. When we get to contract review, our view on the company's forecast may change up or down based on what we see is the contractual forward revenue and likelihood to achieve certain projections, e.g., GDS Connect revenue. But on balance, we are comfortable at the offer we made moving into confirmatory diligence. But, we will limit what we do with outside parties until we are in exclusivity.

Please reply with specificity you can give around when we will get more information from you and process steps / timeline.

Also, please note that the existence of our offer and its particulars are subject to the confidentiality agreement between Sabre and the Company.

Best,
Chris

<image003.png>

Chris Boyle
VP / Corporate Development and M&A
Office [REDACTED] / Mobile [REDACTED]

This message is being sent from a law firm and may contain confidential or privileged information. If you are not the intended recipient, please advise the sender immediately by reply e-mail and delete this message and any attachments without retaining a copy.

Throughout this communication, "Cleary Gottlieb" and the "firm" refer to Cleary Gottlieb Steen & Hamilton LLP and its affiliated entities in certain jurisdictions, and the term "offices" includes offices of those affiliated entities.