

INVESTOR SAFEGUARDS

- If at the time NewCo converts its shares, it owns shares at least equal to 70% of DataCo, it shall have the right to purchase from DataCo, at market, a number of shares that will increase its ownership to 80%.
- Class A shares initially contain a provision that: (i) prevents any single holder or group (as defined under SEC rules) from voting more than 10% of the Class A stock; and (ii) if any such person or group acquires over 10% of the Class A stock, the votes represented by the shares in excess of 10% shall be apportioned among the remaining Class A shareholders. This provision will expire upon conversion of a majority of the Class B shares.
- The Class B shareholders shall have the right to elect one member of the Board.
- Class vote of B shareholders required for:
 - Merger, consolidation, sale of all or substantially all assets or similar transactions;
 - Bankruptcy or liquidation;
 - Authorization of additional stock;
 - Amendments to Charter or certain By-law provisions that affect the rights of the Class B shareholders;
 - Issuance of shares, securities convertible into shares, or share equivalents;
 - A material change in the nature or scope of DataCo's business; and
 - Any action that would make it unlawful for NewCo to exercise its conversion right.

- Newco consent required for:
 - Agreements or arrangements that (i) bind or purport to bind NewCo or any of its affiliates or (ii) contain provisions that materially adversely affect DataCo's results of operation or financial condition, result in a default, or require a material payment as a result of a termination or default upon or after NewCo's exercise of its conversion right.
 - Arrangements with employees that would require payments or trigger other rights upon exercise of NewCo's conversion right.
 - Declaration of extraordinary dividends or other distributions.
 - Acquisitions or joint ventures involving cash, stock, stock equivalents or assets in excess of \$100 million individually or \$500 million in the aggregate in any 12-month period or strategic alliances not subject to termination upon conversion.
 - Dispositions within the first two years and thereafter dispositions in excess of \$50 million individually or \$250 million in the aggregate in any 12-month period.
 - The incurrence, in any annual period, of indebtedness which exceeds the debt level for that period anticipated in the prospectus for the initial public offering of DataCo by the lesser of (i) 20% of such anticipated debt level and (ii) \$500 million.