

**Feuchtenberger, Karen**

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**From:** Frazier, Kenneth C. <ken\_frazier@merck.com>  
**Sent:** Friday, November 18, 2011 12:46 PM  
**To:** Tomalis, Ronald  
**Subject:** RE: Investigation Counsel.

Ron,

We should have our scripts way before Monday noon...

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**From:** Tomalis, Ronald [mailto:rtomalis@pa.gov]  
**Sent:** Friday, November 18, 2011 11:15 AM  
**To:** Frazier, Kenneth C.  
**Subject:** Re: Investigation Counsel.

Ken. Good work. I'll join you in state college, in case there was any doubt. Also fyi, the Gov has a long scheduled pa press club speech monday at noon. It will gather a lot of attention. It would be good for us to be able to do our conf before then so he can reinforce our message during his

**From:** Frazier, Kenneth C. [mailto:ken\_frazier@merck.com]  
**Sent:** Friday, November 18, 2011 08:50 AM  
**To:** 'Baldwin, Cynthia' <cab71@psu.edu>; 'JPSurma@uss.com' <JPSurma@uss.com>  
**Cc:** 'sag7@psu.edu' <sag7@psu.edu>; Tomalis, Ronald; Ammerman, Paula <PRA4@psu.edu>  
**Subject:** RE: Investigation Counsel.

All,

I just phoned Judge Louis Freeh and asked him to take on the assignment. He confirmed that he has no conflicts ( or connections with PSU, the Board, Second Mile, etc. ). In response to a concern raised by Ron about his plans to use attorneys sourced from the Pepper firm in Philadelphia, he will "second" any such lawyers to his Washington DC firm.

Freeh is an experienced FBI agent, US Attorney and federal judge. He was one of the longest-tenured Directors in FBI history, and is a veteran of numerous "high profile" criminal investigations. He also serves on the Board of the United States Naval Academy and is the father of six boys. I think he will be viewed as a decent choice.

I must now retain a top-flight communications firm. We are leaning towards the Kekst firm and a partner who has recently counseled Ohio State on their football issues that led to the resignation of Coach Tressel. My head of corporate communications knows the firm well and attests to their capabilities.

We plan to meet in State College Sunday afternoon to prepare for a Monday morning press conference. I will provide the timing/logistics to Paula later so that we can work with the University's communications people.

I told Freeh's partner, Omar Mc Neill, that he needs to discuss fee arrangements with Cynthia. I will put McNeill and Cynthia in touch.

That's all for now.

**From:** Baldwin, Cynthia [mailto:cab71@psu.edu]  
**Sent:** Thursday, November 17, 2011 12:51 PM  
**To:** 'JPSurma@uss.com'; Frazier, Kenneth C.  
**Cc:** 'sag7@psu.edu'; 'rtomalis@state.pa.us'  
**Subject:** Re: Investigation Counsel.

Ken,

Whenever the choices have been made, I am ready to work with Frank to negotiate terms and get everything in place.  
 Cynthia

**From:** John P. Surma [mailto:JPSurma@uss.com]  
**Sent:** Thursday, November 17, 2011 12:13 PM  
**To:** Frazier, Kenneth C. <ken\_frazier@merck.com>  
**Cc:** Steve A. Garban <sag7@psu.edu>; rtomalis@state.pa.us <rtomalis@state.pa.us>; Baldwin, Cynthia  
**Subject:** Re: Investigation Counsel.

All fine with me, although I can't be there I don't think I am needed as long as Steve is there. By the way my two student sons report they are coming home Friday nite, which I thought is the start of a recess period, which means there might not be many students around Monday. I will support whatever you and ron think is best.

On Nov 17, 2011, at 11:47 AM, "Frazier, Kenneth C." <ken\_frazier@merck.com> wrote:

Please forgive the informality of this quick status update: Ron and I spent that last four hours interviewing Louis Freeh and Michael Chertoff for the role of lead counsel. While we haven't gotten back to the rest of the Special Committee, our inclination is to go with Freeh. The biggest complication is that he will have to supplement his firm with an outside firm. My main purpose in reaching out by e-mail is to let you know that both counsel strongly suggested that we get this announcement about the SC and its chosen independent counsel out before everyone ( including our students ) go home for Thanksgiving. This means a press conference Monday in State College. We will also have to retain a top-notch communications firm, and we have leads there too. We did not cover billing rates. We thought it best to leave the negotiations about discounts, alternative fee arrangements, etc to Cynthia.

Please let me know if you agree with the proposed timing and whether you could be available.

P.S., They both thought it would be okay if we haven't finally nailed down the final committee member so long as we gave a description of the desired profile.

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