

EXHIBIT B

Lux, James

From: Lux, James
Sent: Thursday, August 18, 2011 4:29 PM
To: Jacob N. Foster; Perla, Timothy
Cc: Robinson, Andrea; Shapiro, Jonathan; Moskowitz, Seth A.; Jeanette Thurber
Subject: RE: Walker - Search Terms and Custodians

Jake,

Thank you for your email. LSW is willing to include Ms. Fitch and Ms. Blondin in its document searches. Based on the information you have provided, these are the only two individuals in the list that had any involvement in Plaintiffs' policies. The remaining individuals do not appear to have anything to do with Plaintiffs' policies or the claims and defenses in Plaintiffs' FAC, and the stated bases in your email do not indicate any reason for subjecting LSW to the expense or burden of including these individuals in LSW's searches.

In addition, LSW is willing to test the following search terms to determine their output:

Net amount at risk
Non-Guaranteed
Equity-indexed
Accumulated value
Policy fee
Cash value
Policy loan
SecurePlus
Secure Plus
Index crediting
Constant rate of return
Administrative cost
Volatile
Volatility
Variability
Annual Guarantee
Annual Cap
California Insurance Code
10509
Financial independence
Revolutionary concept
Revolutionary life
Die to use
Peace of mind
Mutual load
Monthly deduction
Rate of return
Tax-free
Tax deferred
Unfair competition
Unlawful
Account value enhancement
Buyer's Guide

Again, LSW reserves its rights to remove, amend, or add any of these search terms following these tests, and LSW is agreeing only to test the above search terms, so that the parties may discuss the appropriateness of these terms based upon the actual number of hits that result. As to the remainder of the search terms you have proposed, they are self-evidently overbroad--e.g., "tax," "cost," "refund," etc. In addition, several of the terms appear to be unrelated to any claims or defenses at issue in the present litigation--e.g., "basic strategy." Finally, several of the terms you have proposed are already reflected in the terms LSW has proposed--e.g., "guarantee," "current basis." LSW is unwilling to agree to subjecting itself to the cost and inconvenience of running those searches, or the burdens associated with reviewing the enormous number of false positives that are certain to result from such searches.

Jim

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From: Jacob N. Foster [mailto:JFoster@kasowitz.com]
Sent: Thursday, July 28, 2011 9:56 PM
To: Perla, Timothy
Cc: Robinson, Andrea; Shapiro, Jonathan; Lux, James; Moskowitz, Seth A.; Jeanette Thurber
Subject: RE: Walker - Search Terms and Custodians

Tim,

Thanks for your email and the information below. This is our current thinking on custodians and search terms, but Plaintiffs similarly reserve all rights to remove, amend, or add. In regards to custodians, please add these additional persons or advise why LSW is not willing to do so. Also, please confirm that LSW has searched or plans to search and retrieve documents from the below custodians in hard copy as well as electronic format. If LSW is not willing to conduct a reasonable search of hard copy files belonging to the custodians below, please let us know.

- Wade H. Mayo – President and CEO. States that “I stand ready, however, to answer of Life Insurance Company of the Southwest directly should the need arise.” (LSW 0000077).
- Thomas H. MacLeay – Chairman of Board of National Life. Signatory on policies. (LSW 0000171).
- Laurie R. Trombly – Senior Policy Forms Analyst. Signatory to letter to California Department of Insurance regarding guaranteed minimum cash values. (LSW 0000015-26).
- Michael Delliprisoli – VP Finance. Signed responsible officer certification to accompany policy form submissions. (LSW 0000073).
- Michael Tivilini – Actuary and Product Manager. Signed actuarial memorandum. (LSW 0000328, 396-397, 401).
- Bennett E. Law – Senior VP Policy and Business Forms Management. Designated representative of LSW. (LSW 0000024).
- Barbara B. Fitch – Second VP Inforce Customer Services. Drafted letters to Howlett and Spooner. (LSW 0000518 and 1275).
- Melissa Blondin – Contract Services, Customer Services Department. Corresponded with Howlett and Spooner regarding surrender of their policies.

In regards to search terms, please add the following terms or explain why LSW is not willing to do so.

Net amount at risk
Fee
Cost
Expense
Charge
Non-Guaranteed
Equity-indexed
Accumulated value
Policy fee
Cash value
Policy loan
Tax
Income tax
SecurePlus or Secure Plus
Index crediting
Constant rate of return
Administrative cost
Defect
Volatile
Volatility
Variability
Annual Guarantee
Guarantee
Annual Cap
Litigation
Refund
California Insurance Code
10509
Financial independence
Revolutionary concept
Revolutionary life
Die to use
Peace of mind
Mutual load
Monthly deduction
Rate of return
Simulation
Tax-free
Tax deferred
Unfair competition
Unlawful
Account value enhancement
Basic strategy
Current basis
Buyer's Guide

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From: Perla, Timothy [mailto:Timothy.Perla@wilmerhale.com]
Sent: Tuesday, July 19, 2011 12:17 PM
To: Jacob N. Foster
Cc: Robinson, Andrea; Shapiro, Jonathan; Lux, James; Moskowitz, Seth A.; Perla, Timothy
Subject: Walker - Search Terms and Custodians

Jacob –

Per our discussion, I am writing to share with you our current thinking on electronic custodians and search terms. As I stressed to you on the telephone just now, these are highly subject to revision. In particular, we have yet to test the search terms to determine output, and I expect that doing so will go a very long way to informing what terms should be used and/or against which custodians. We reserve the right to remove, amend, or add anything. With those caveats, we welcome your input.

Custodians

The list includes titles and parentheticals indicating what we believe to be some of the custodians' job duties.

Elizabeth McGowan, Vice President of Protection Product Development & Management
(Illustrations, actuarial)

Craig Smith, Vice President and Chief Actuary (Illustrations, actuarial)

Mike Richardson, Second Vice President, Proposal Systems (illustration development)

Brenda Convery, Senior Compliance Associate (complaints)

Donna Morgan, Second Vice President of Market Conduct and Compliance
(complaints/marketing review)

Wally Dodge, (Retired) (illustration development)

Sue Carey, Director of Policy Forms (product forms/filings)

Vicki McDonald, Second Vice President of Policy Issuance and Services (new business)

Lauren Heyl, Product Implementation Actuary (product development)

Nancy Winings, Product Development Second Vice President and Actuary

Louis Puglisi, Vice President, Protection and Retirement Distribution (wholesale)

Michael Duncan, Regional Vice President, Marketing and Distribution (wholesale)

Jed Brody, Director, Life and Annuity Sales Desk (wholesale)

Matthew DeSantos, Vice President, Marketing and Business Development (wholesale)

Allen Hansen, Senior Vice President, National Life Financial Alliance (wholesale)

Mark Bates, Director, Market Conduct and Compliance (advertising review board)

Kathy Ruel, Director, Market Conduct and Compliance (advertising review board)

Laura Plourde, Director, Market Conduct and Compliance (advertising review board)

Budd Shedaker, Market Conduct and Compliance Associate (advertising review board)

Michael Morgenbesser, Market Conduct and Compliance Associate (advertising review board)

Lynne Fish, Corporate Actuary (actuarial)

Search terms

All terms to be applied whole phrase only, with suitable wildcards to address tense and plural, and without regard for capitalization.

Walker

Howlett

Spooner

Provider

Paragon

8212

8387

IUL

Universal Life

Standard & Poor's

S&P 500

S&P

Stemler

Shoemaker

Botkin

Cooper

Burgess

Monte Carlo

Complaint

Illustration

Illustrations

Illustrated

Illustrating

Investment

Rescind

Surrender

Free look

Monthly Administrative

Monthly Expense

Administrative Charge

Participation rate

Cap rate

Premium Expense

One Policy Fee

Generic Charge

Cost of Insurance

Flexible premium

Guarantee

Current Basis

Lapse

Undisclosed

Non-disclosure

Nondisclosure

Disclose

Disclosure

Fraud

Misrepresent

Asterisk

Retirement

Retire

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