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January 30, 2015

VIA FACSIMILE AND FIRST CLASS MAIL

PricewaterhouseCoopers S.p.A
Attn: Claudia Lombardi
Via Monte Rosa 91
20149 Milano
Italy

Re: HT S.r.l. Request for Audit Response

Dear Ms. Lombardi:

At the request of HT S.r.l. (herein called the "Company") as expressed in an audit request to our firm dated January 28, 2015, we are providing you certain information in connection with your audit of the Company's financial statements as of December 31, 2014 and for the year then ended. The effective date of this letter is January 30, 2015.

This response is subject to the American Bar Association's December 1975 Statement of Policy Regarding Lawyers' Responses to Auditors' Requests for Information (herein called the "ABA Statement") and the accompanying commentary (herein called the "Commentary") which is an integral part of the ABA Statement. Without limiting by implication the generality of the foregoing, any description in this letter of any "loss contingency" is qualified by paragraph 5 of the ABA Statement and the Commentary.

Subject to the qualifications set forth herein and the ABA Statement and Commentary, we confirm that there exists no material litigation which to our knowledge was at December 31, 2014 or the effective date of this letter either pending in a public forum or being actively threatened against the Company and to which we have devoted material substantive attention since January 1, 2014 (herein called "active litigation").

Consistent with the ABA Statement and subject to the accompanying Commentary, we hereby confirm our policy that whenever, in the course of performing legal services for a client with respect to a matter recognized to involve an unasserted possible claim or assessment, we have formed a professional conclusion that our client must disclose (pursuant to the standards set forth in the last sentence of paragraph 6 of the Commentary) or consider disclosure concerning such possible



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claim or assessment, we, as a matter of professional responsibility to our client, so advise our client and consult with our client concerning the question of such disclosure and also the applicable requirements of Statement of Financial Accounting Standards No. 5 (now codified as FASB ASC Subtopic 450-20, *Contingencies - Loss Contingencies*) as interpreted by paragraph 5 of the ABA Statement and Commentary. The ABA Statement and Commentary also provide that our client has the ultimate right and responsibility to determine whether any contingencies which do not constitute “active litigation” (herein called “additional contingencies”) are to be disclosed in this letter. Our client has not singled out and identified to us any additional contingency for disclosure in this letter, and we are accordingly unable to disclose any additional contingency of which we may be aware. Under the ABA Statement and Commentary, we are also unable: (i) to comment upon the accuracy of any representation by our client to the effect that our client has disclosed to its auditors all additional contingencies to which it may be subject or upon any assertion concerning the advice, if any, about the need to disclose same, or (ii) to respond to any general request to identify additional contingencies to which our client may be subject.

In preparing this letter, our procedures have been limited to making inquiries (to the extent contemplated by paragraph 2 of the ABA Statement and Commentary) of lawyers presently in our firm who have performed services for the Company since January 1, 2014. Except to the extent indicated in the preceding sentence, we have not in connection with the preparation of this letter made any review of the Company’s transactions or affairs or any investigation to determine whether the Company is in compliance with the requirements of any law or contract to which it may be subject or any other attempt to identify or evaluate any loss contingency to which the Company may be subject. We are from time to time consulted by the Company on an informal or cursory basis concerning various matters having a wide range of characteristics and possible implications, but we have not attempted to identify for our own consideration or for consideration by our client any matter to which we have not devoted material substantive attention during the period under review and as to which no discrete matter number has been assigned by our firm for the purpose of accumulating charges for legal services. Except as otherwise expressly indicated in this letter, the information in this letter is given as of the effective date of this letter (which is the date we commenced the internal inquiry referred to above), and we assume no obligation to advise you of any new matter or any changes or additional developments in existing matters which may be brought to our attention after the effective date of this letter.

We may have omitted from this letter reference to certain matters identified in one or more prior letters concerning the Company from our firm to your firm as to



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which we have not been advised of any material development since the effective date of our most recent prior letter to your firm concerning the Company. Any prior letters to your firm should be consulted for information concerning such matters.

The Company uses or may use outside counsel other than our firm on various matters and may deal internally with claims to which it may be subject without consulting any outside counsel. For the various reasons indicated above, this letter does not purport to identify all claims or other contingencies to which the Company may be subject.


At December 31, 2014 approximately \$0.00 was due us for legal services billed prior to such date, of which amount \$0.00 has been paid. At December 31, 2014 unbilled fees and costs for legal services rendered did not exceed \$0.00.

This letter is solely for the purpose of supplying you with information in connection with your audit of, and report with respect to, the financial condition and operations of the Company. This letter may not be quoted or otherwise referred to in any financial statements of the Company or in any related documents. Neither this letter nor any information in this letter may be filed with or furnished to any governmental agency or other person without the prior written consent of our firm.

Sincerely,

WILEY REIN LLP

By:


Megan L. Brown

cc: David Vincenzetti
CEO