

EXHIBIT F

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February 6, 2014

VIA EMAIL & MAIL

Andrew D. Manitsky, Esq.
Gravel & Shea
76 St. Paul Street
P.O. Box 369
Burlington, VT 05402-0369

RE: *State of Vermont v. MPHJ Technologies, Inc.*, No. 2:13-cv-170
Defendant's Motion for Sanctions Served January 16, 2014

Dear Andrew:

You have asked, in our January 23 telephone call, and again in your February 4 letter, for the State to advise whether you "have misunderstood something, or are incorrect about a position taken" in the sanctions motion served on January 16. It is not our role to advise your client about the legal positions taken in the motion. Regardless, because debatable legal questions may not serve as the basis for a sanctions motion, your client's lack of certainty about its position confirms that the motion should be withdrawn.

Your letter describes the Rule 11 motion prepared and served by your client as "the most efficient and direct way of achieving" your client's goal of ending this litigation. A party may not, however, employ a Rule 11 motion to "test the legal sufficiency" of the complaint, "to emphasize the merits of a party's position," or to "intimidate an adversary into withdrawing contentions that are fairly debatable." Fed. R. Civ. P. 11, Advisory Committee Notes, 1993 Amendments.

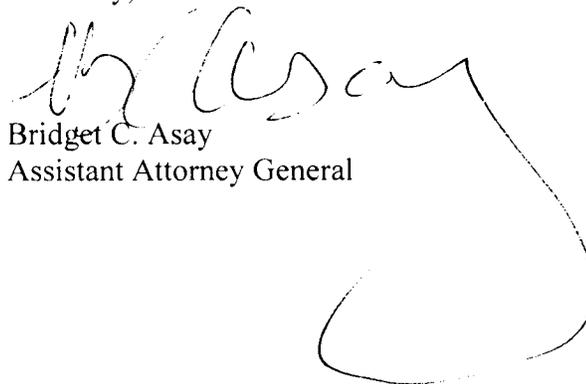
Your suggestion that we should provide a response in part to allow MPHJ to make "adjustments to the Motion" is perplexing. We have no obligation to provide our legal analysis in advance to aid your client's preparation of a filing. In any event, given Rule 11's mandatory 21-day 'safe-harbor' provision, MPHJ may not file a motion with the Court that sets forth different grounds than those already asserted.

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The State will not dismiss this action. You have not cited any controlling precedent that supports your assertion that the State's claim is frivolous.

The Attorney General has asked me to convey to you and your client that he authorized this litigation, is aware of the Rule 11 motion, and fully supports the State's position.

Sincerely,

A handwritten signature in black ink, appearing to read "Bridget C. Asay". The signature is fluid and cursive, with a large, sweeping flourish at the end that extends downwards and to the right.

Bridget C. Asay
Assistant Attorney General