Notice to Employees and Eligible Employees of Laclede Gas Company, Missouri Gas Energy, and Alabama Gas Corporation of Application for Authorization Under Prohibited Transaction Exemption 96-62, as Amended

PURPOSE OF THIS NOTICE

You are hereby notified that Laclede Gas Company (Laclede Gas) and its affiliates who are parties in interest under Section 3(14) of the Employee Retirement Income Security Act of 1974, as amended (ERISA) (collectively, Laclede), including Laclede Insurance Risk Services, Inc. (LIRS), a captive insurance company wholly-owned by The Laclede Group, Inc., have applied to the U.S. Department of Labor (DOL) for final authorization that the prohibited transaction provisions of ERISA, do not apply to the reinsurance transactions described below. The transactions involve: the reinsurance of risks and the receipt of premiums by LIRS from insurance contracts funding basic and supplemental group term life insurance, group long term disability insurance (LTD), and accidental death and dismemberment (AD&D) insurance offered under the Laclede Gas Company Health & Welfare Plan (the Plan). The effective date of the transaction is anticipated to be the date final authorization has been granted by the DOL.

Laclede Gas is seeking final authorization from the DOL because the involvement of LIRS, its affiliated insurance company, in the insurance of its employee benefits could contravene the restrictions imposed by ERISA sections 406(a)(1)(D) and 406(b). This notice informs you of the submission to the DOL and certain changes to the basic group term life insurance. It also describes the new LTD and AD&D benefits that Laclede Gas has proposed in order to meet the requirements of the exemption. The notice also describes your right to comment to the DOL about these changes.

OVERVIEW

The Plan currently provides eligible employees of Laclede Gas and Missouri Gas Energy with health, life insurance, dental, vision, long term disability, severance, death benefits and other welfare benefits. The Plan's basic and supplemental group term life insurance risks are insured with Minnesota Life Insurance Company (Minnesota Life). The Plan's LTD insurance risks are insured with The Prudential Insurance Company of America (Prudential). Under the proposed transactions, Minnesota Life and Prudential will continue to insure these risks. However, Minnesota Life will reinsure 75 percent of the basic and supplemental group term life insurance risks that are insured with Minnesota Life with LIRS and Prudential will reinsure 50 percent of the group LTD insurance risks that are insured with Prudential with LIRS. The reinsurance agreements are simply internal arrangements between LIRS and Minnesota Life and LIRS and Prudential. Minnesota Life and Prudential will continue to insure the benefits provided to you under the Plan.

The Plan Administrator of the Plan has determined that the transactions are in the interest of the participants and beneficiaries of the Plan because of benefit improvements that will be provided to them. The authorization by the DOL will be subject to the conditions described below and set forth in more detail in Exhibit A.

PARTIES TO THE PROPOSED REINSURANCE AGREEMENT

Company

Laclede's primary business is the safe and reliable delivery of natural gas service to more than 1.5 million residential, commercial, and industrial customers across Missouri and Alabama. In addition to gas utility services, Laclede also provides gas marketing services and is currently developing compressed natural gas fueling stations. Laclede employs approximately 3,100 employees, of which approximately 2,200 are employed by Laclede Gas and 900 by Alabama Gas Corporation (Alagasco). For the fiscal year ending September 30, 2014, Laclede had total operating revenues of approximately $1.6 billion and net income of $84.6 million.

Captive

LIRS is a captive insurance and reinsurance corporation established in South Carolina and wholly-owned by The Laclede Group, Inc. LIRS was issued a Certificate of Authority permitting it to transact the business of a captive insurance company by the State of South Carolina Department of Insurance on September 4, 2012. Effective August 1, 2012, and renewing annually, LIRS entered into an excess reinsurance agreement with Gerber Life Insurance Company Gerber) related to Laclede's medical stop-loss policy with Gerber. This policy covers a portion of Laclede's funding obligation – specifically, for claims in excess of Laclede's Gerber deductible, up to a stated maximum per covered person and subject to an annual aggregate maximum amount. As of December 31, 2014, LIRS had total capital and surplus of approximately $1.7 million and gross written premium was approximately $1.2 million.

The Benefit Plans

The official Plan name is: "The Laclede Gas Company Health & Welfare Plan." The plan number is 501. The federal employer identification number of Laclede Gas Company, the plan sponsor, is 43-0368139. As of January 21, 2016, there were approximately 3,100 participants in the Plan. As of September 30, 2014, the Plan had net assets available for benefits totaling $107,805,152. The Plan trustee is U.S. Bank, N.A. of St. Louis, Missouri.

Laclede Gas maintains the Plan for the benefit of eligible employees of Laclede Gas and Missouri Gas Energy. Under the Plan, Laclede Gas provides health, life insurance, dental, vision, long term disability, severance, death benefits and other welfare benefits. Alagasco employees began participating in the Plan effective October 1, 2015.

Under the Group Life Insurance Plan (the Life Plan), which is a component of the Plan, eligible employees of Laclede Gas and Missouri Gas Energy are provided with basic life insurance coverage. Basic life insurance was generally provided to Laclede Gas and Missouri Gas Energy employees at one-and-a-half times an eligible employee's annual earnings prior to October 1, 2015. However, Alagasco union employees were and continue to be eligible to receive basic life insurance coverage of two times such employees' annual earnings. Laclede Gas pays the entire cost of this coverage for all employees.

Also under the Life Plan, Laclede Gas and Missouri Gas Energy, employees could elect to receive supplemental coverage from one to five times such employees' annual earnings, up to a maximum combined basic and supplemental coverage of $500,000 to $1,500,000 prior to October 1, 2015, depending upon organizational applicability. Dependent coverage was also offered and continues to be offered to employees. Further, Missouri Gas Energy employees were offered and continue to be offered a basic AD&D benefit, with coverage equal to 1.5 times such employees' annual earnings, up to a maximum amount of $100,000. Laclede Gas pays the entire cost of this coverage. Minnesota Life provides administrative services to the Life Plan as the fronting insurer.

Under the LTD Plan which is a new component of the Plan, eligible employees are provided with long term disability (LTD) benefits equal to 70% of an employee's pre-disability monthly earnings, up to a maximum monthly benefit of $10,000 for Laclede Gas. A waiting period of 180 days and a pre-existing condition limitation apply. The LTD Plan also includes a survivor benefit of three times the gross monthly LTD benefit and a return-to-work incentive. Laclede Gas pays the entire $1.65 million annual cost of the LTD coverage. Prudential provides administrative services to the LTD Plan as the fronting insurer. The group of employees that is not currently being offered LTD benefits because of a collective bargaining agreement (CBA) that expires in mid-2016 will receive those LTD benefits after the current CBA expires.

In addition to the LTD Plan, as of October 1, 2015, Laclede Gas has increased the basic group term life insurance benefits from one-and-a-half times an employee's annual earnings to two times such employee's annual earnings for all employees, other than the Alagasco union employees who are already provided basic group term life insurance benefits of two times annual earnings.

Further, Laclede has added a basic AD&D benefit to the Life Plan component of the Plan, with coverage of one-and-a-half times an employee's annual earnings up to $100,000. As noted above, formerly, only Missouri Gas Energy employees have been provided AD&D benefit coverage equal to one-and-a-half times an employee's annual earnings up to $100,000. According to the Applicants, the estimated 2015 premiums for the Life Plan coverage (which includes AD&D benefits) was $4.1 million dollars. Such coverage is all employer-paid.

REASON FOR THE TRANSACTIONS

Laclede Gas has decided to explore a reinsurance transaction with LIRS for a number of reasons. First, an insured LTD plan which generates premiums for the captive is much more advantageous for employees and administratively more efficient for Laclede Gas than the sick leave bank program that it replaced. Second, insurance premiums relating to the benefit risks improve the risk distribution in the captive, which makes it more stable. Third, those premiums may allow Laclede Gas to insure other risks relating to the company in a more tax-efficient manner.

OVERVIEW OF THE EXEMPTION REQUIREMENTS

In order to receive an exemption, Laclede Gas must demonstrate that it has met the requirements of ERISA section 408(a), as follows:

The proposed transactions are "administratively feasible" because the reinsurance of the risks under the Life Plan and the Long Term Disability Plan are one-time transactions, subject to review by an Independent Fiduciary. Also, such transactions can be audited.

The proposed transaction is "in the interest of the Plan's participants and beneficiaries" because it will include a material increase in Plan benefits provided to participants and beneficiaries. First, the LTD Plan is a substantial improvement over the only prior source of income replacement for disabled employees which was a feature of the company's sick leave program that allowed employees to accumulate sick leave over an employee's work life. There were significant problems with this as an income protection benefit: only long-tenured employees could accumulate much leave and even they were generally capped out at 12-18 months. The LDT Plan is an improvement in several respects. In this regard, the growing number of younger (and lower compensated) employees at Laclede now have a maximum period of payment based on their age at disability up to their Social Security normal retirement age. Also, the percentage of income covered by an employee's monthly benefit is the same for all employees and does not favor older and higher compensated employees. Further, the maximum monthly benefit was recently increased from $5,000 to $10,000 per month for Laclede Gas. Finally, the Plan is now insured and not unfunded.

According to Laclede, the proposed transactions are "protective of the rights of the Plan's participants and beneficiaries" because the exemption will require the review and approval by an Independent Fiduciary, at Laclede's expense, of the reinsurance transactions and the benefit improvements offered to the Plan. Specifically, the proposed exemption will require that an Independent Fiduciary analyze the reinsurance transactions and render an opinion that the requirements of the proposed authorization, as described herein, have been met, including the following:

- LIRS is related to the Plan solely by reason of a stock or partnership affiliation with Laclede Gas.

- LIRS is licensed to sell insurance or conduct reinsurance operations in at least one U.S. state, the State of South Carolina.

- LIRS has obtained a certificate of authority from the Director of the Department of Insurance of its domiciliary State, the State of South Carolina, which has not been revoked or suspended.

- LIRS has undergone and shall continue to undergo an examination by a certified CPA for its last completed taxable year immediately prior to the taxable year of the reinsurance transaction; or has undergone a financial examination (within the meaning of the law of its domiciliary State, South Carolina) by the Insurance

Commissioner of the State of South Carolina within 5 years prior to the end of the year preceding the year in which the reinsurance transaction occurred.

- LIRS is licensed to conduct reinsurance transactions by South Carolina, a state whose law requires that an actuarial review of reserves be conducted annually by an independent firm of actuaries and reported to the appropriate regulatory authority.

- The Life Plan and the LTD Plan will pay no more than adequate consideration for the insurance contracts.

- No commissions will be paid by the Life Plan and the LTD Plan with respect to the reinsurance transactions.

- The premiums for basic life insurance, LTD insurance, and AD&D insurance will remain 100% employer-paid for the duration of the authorization.
- There will be an immediate and objectively determined benefit to the Plan's participants and beneficiaries in the form of increased benefits, and such benefit increases, or, if materially modified, benefit increases of the same approximate value, as determined by the Independent Fiduciary, will continue in all subsequent years of each contract of reinsurance involving LIRS and Minnesota Life, Prudential or any successor insurer and in every renewal of each contract of reinsurance involving LIRS and Minnesota Life, Prudential or any successor insurer.

- In the initial year and subsequent years, the formula used to calculate premiums by Minnesota Life, Prudential or any successor insurer will be similar to formulae used by other insurers providing comparable coverage, the premium charge calculated according to that formula will be reasonable, and the premium will be comparable to the premium charged by the insurer and its competitors with the same or better rating providing similar coverage under comparable programs.

- The Life Plan and the LTD Plan will only contract with insurers with a rating of "A" or better by A.M. Best Company, and all reinsurance arrangements will be indemnity reinsurance only *(i.e.,* Minnesota Life and Prudential will not be relieved of liability to the Life Plan and the LTD Plan, as applicable, if any of the reinsurers are unable or unwilling to cover liability arising from the reinsurance arrangement).

The authorization requires that in connection with the provision to participants in the Plan of group life insurance coverage, group long term disability coverage, and AD&D insurance coverage provided by Minnesota Life, Prudential, or a successor insurer, that is reinsured by LIRS, the Independent Fiduciary will review all contracts (and any renewal of such contracts). of the reinsurance of risks and the receipt of premiums therefrom by LIRS and determine that the requirements of the authorizations and the terms of the benefit enhancements continue to be satisfied.

REPORT OF THE INDEPENDENT FIDUCIARY

Milliman), an international firm of consultants and actuaries with expertise in employee benefits and insurance, is the Independent Fiduciary reviewing the fronting carrier's adequacy and other necessary aspects of the exemption. William J. Thompson, FSA, MAAA, Principal and Consulting Actuary with Milliman has been appointed to undertake the duties of the Independent Fiduciary. Milliman states that it is qualified to serve as the Independent Fiduciary and the personnel who comprise Milliman are experienced in prohibited transaction exemptions issued by the DOL. Milliman represents that it is independent in that it does not have and has not previously had, any relationship with any party in interest (including any affiliates thereof) engaging in the proposed transactions. Further, Milliman represents that the gross income it receives from Laclede does not exceed 0.1 percent of Milliman's gross annual income from all sources.

Laclede and Milliman have entered into a written agreement whereby Milliman will: (1) represent the interests of the Plan; (2) monitor the transaction herein on behalf of the Plan on a continuing basis to ensure such transaction remains in the interest of the Plan; (3) take all appropriate actions to safeguard the interests of the Plan; and (4) enforce compliance with all conditions and obligations imposed on any party dealing with the Plan. If it becomes necessary in the future to appoint a successor Independent Fiduciary (the Successor) to replace Milliman, Laclede Gas will notify the Department of Labor sixty (60) days in advance of the appointment of the Successor. Any Successor will have the same, or substantially similar, responsibilities, experience and independence as Milliman. There will be no lapse in time between the resignation or termination of the former Independent Fiduciary and the appointment of the successor Independent Fiduciary.

In connection with its review of the proposed transactions, Milliman, reviewed various documents including, among other things: (1) a draft copy of the submission for the Department of Labor's authorization; (2) a sample LTD reinsurance agreement; (3) a financial statement for LIRS; (4) Laclede's Captive Proposal Summary Minnesota Life vs Prudential; (5) a description of the benefit enhancements; and (6) A.M. Best ratings for Minnesota Life and Prudential. In addition, Milliman reviewed the summary of Request For Proposal (RFP) responses related to the RFP that Laclede conducted.

Milliman has analyzed the proposed transactions and rendered an opinion that the requirements summarized above and in Exhibit A have been met. In particular, Milliman has concluded that the changes to the benefits (the replacement of the sick leave bank with an insured LTD Plan, the increase in the basic life benefit and a new AD&D benefit) have met the requirements of subsections (a) through (f) of the requested authorization, attached as Exhibit A.

In Milliman's view, the proposed transactions will be in the interests and protective of Plan participants because the proposed transactions are the impetus for the benefit enhancements.

Milliman represents that these benefit enhancements are especially important for the families of lower income workers who are less likely to have other sources of funds to replace lost earnings should the employee die or become disabled and in the interests of Plan participants for the following reasons:

- The increase in the basic life insurance benefit from 1.5 times salary to 2.0 times offers an additional level of financial security to the employee's beneficiaries should the employee die.
- Similarly, the new AD&D benefit of 1.5 times annual earnings provides protection to an employee's beneficiaries in the event of an accidental death.
- The new LTD Plan provides an income stream to an employee and his/her family should the employee sustain a long term disability and be unable to work and generate a paycheck.
- All employees are covered by the new LTD Plan, and all employees now have the same, (enhanced) level of life benefits and the new AD&D benefits, so that no employees have been carved out from these benefit enhancements.
- Employees receive the value of these enhancements with no other changes to their benefit plans.
- The other requirements of the proposed authorization provide assurance that the Plan will remain in full force so there is no downside risk to the Plan participants.

Milliman confirmed that the enhancements to the basic life benefit and the introduction of the AD&D benefit will have an annual cost to Laclede of approximately $200,000 to $250,000, as reported by Minnesota Life. The new LTD benefit has an annual premium cost of $1.65 million.

In addition, Milliman will represent the interests of the Plan, as the Independent Fiduciary at all times with respect to the proposed transactions. Milliman will monitor compliance by the parties with the terms and conditions of the proposed transactions, and will take whatever action is necessary and appropriate to safeguard the interests of the Plan and its participants and beneficiaries with respect thereto, and to ensure that the proposed transactions remain in the interest of the Plan and its participants and beneficiaries.

TENTATIVE AUTHORIZATION OF THE PROPOSED TRANSACTION

Authorization of the DOL was requested under a procedure, called Prohibited Transaction Exemption (PTE) 96-62. This process requires that at least two prior exemptions of substantially similar structure have been granted by the DOL within the last 60 months. Alternatively, the DOL must have granted one exemption within the past 120 months and issued one final authorization pursuant to PTE 96-62 within 60 months for substantially similar transactions. The DOL granted individual exemptions to Intel Corporation (Intel), PTE 2014-03, 79 FR 19927 (Apr. 10, 2014) and The Coca-Cola Company and Red Re, Inc. (Coca-Cola), PTE 2013-06, 78 FR 19323 (Mar. 29, 2013). In those cases, each respective employer proposed using its captive insurance company to reinsure employee benefits, and agreed to provide improved benefits, retain an Independent Fiduciary, contract only with insurers with an "A" rating or better with A.M. Best Company or a similar rating agency, and arrange the transaction with the captive as indemnity insurance only. Based on these representations, the DOL granted relief from the prohibited transaction restrictions under sections 406(a)(1)(D) and (b) of ERISA.

The proposed transaction described in this Notice has met the requirements for tentative authorization from the DOL under PTE 96-62. Unless the DOL otherwise notifies Laclede Gas, a final authorization would be effective March 21, 2016. Laclede Gas intends to execute the reinsurance transaction described above within thirty days of final authorization, but in no event later than 90 days after final authorization.

<u>YOUR RIGHT TO COMMENT ON TENTATIVE AUTHORIZATION</u>

As an interested party, you have the right to submit comments to the DOL on the tentative authorization. If you decide to do so, please submit your comments at the following address:

Employee Benefits Security Administration
Office of Exemption Determinations
U.S. Department of Labor
200 Constitution Avenue, N.W. Suite 400
Washington, D.C. 20210
Attn: Anna Vaughan - Re: E- 00774

Please be sure to reference the submission number, E-00774. Comments must be received by the DOL no later than March 14, 2016.

Comments may be faxed or e-mailed to the DOL. The fax number is (202) 693-8474 and the e-mail address is Vaughan.Anna@dol.gov. If you have questions regarding your right to comment on this tentative authorization, you may call Anna Vaughan at (202) 693-8565.

<u>Warning</u>: Do not include any personally-identifiable information (such as name, address, or other contact information) or confidential business information that you do not want publicly disclosed with your comment.

Comments must be received by the Department no later than March 14, 2016. Final Authorization of this transaction will occur within 5 days after the expiration of the comment period, unless the Department notifies Laclede Gas otherwise.

If you have any questions about your benefits under the Plan, contact Laclede Gas:

By Mail: Laclede Gas Company
700 Market Street
6th Floor
St. Louis, MO 63101
Attn: Michelle Duke

By Phone: (314) 342-3376

By Email: Michelle.Duke@thelacledegroup.com

Exhibit A
Pending Authorization

The restrictions of Section 406(a)(1)(D) and 406(b) of the Employee Retirement Income Security Act of 1974, as amended (the Act) shall not apply to:

(1) The reinsurance of risks and the receipt of premiums therefrom by Laclede Insurance Risk Services, Inc. (LIRS), in connection with basic and supplemental group term life insurance and accidental death and dismemberment benefits that are sold by Minnesota Life Insurance Company(Minnesota Life) or any successor insurance company which is unrelated to Laclede Gas Company (Laclede Gas), to participants in the Group Life Insurance Plan (the Life Plan), a component of the Laclede Gas Company Health & Welfare Plan (the Plan); and

(2) The reinsurance of risks and the receipt of premiums therefrom by LIRS, in connection with group long term disability insurance contracts sold by The Prudential Insurance Company of America (Prudential) or any successor insurance company to Prudential which is unrelated to Laclede Gas, to participants in the Group Long Term Disability Plan (the LTD Plan) component of the Plan.

This authorization will be subject to the following conditions:

(a) LIRS:

(1) Is a party in interest with respect to the Plan solely by reason of a stock or partnership affiliation with Laclede Gas that is described in section 3(14) (e) or 3(14)(G) of the Act;

(2) Is licensed to sell insurance or conduct reinsurance operations in at least one U.S. state, the State of South Carolina, as defined in section 3(10) of the Act;

(3) Has obtained a certificate of authority from the Director of the Department of Insurance of its domiciliary State, the State of South Carolina, which has not been revoked or suspended;

(4)(A) Has undergone and shall continue to undergo an examination by an independent certified public accountant for its last completed taxable year immediately prior to the taxable year of the reinsurance transaction covered by this exemption; or

(B) Has undergone a financial examination (within the meaning of the law of its domiciliary State, South Carolina) by the Insurance Commissioner of the State of South Carolina within 5 years prior to the end of the year preceding the year in which the reinsurance transaction occurred; and

(5) Is licensed to conduct reinsurance transactions by South Carolina, a state whose law requires that an actuarial review of reserves be conducted annually by an

independent firm of actuaries and reported to the appropriate regulatory authority; and

(b) The Life Plan and the LTD Plan will pay no more than adequate consideration for the insurance contracts;

(c) No commissions will be paid by the Life Plan and the LTD Plan with respect to the direct sale of contracts or the reinsurance thereof;

(d) The premiums for basic life insurance, LTD insurance, and AD&D insurance will remain 100% employer-paid for the duration of the authorization.

(e) Effective October 1, 2015, there will be an immediate and objectively determined benefit to the Plan's participants and beneficiaries in the form of increased benefits, and such benefit increases, or, if materially modified, benefit increases of the same approximate value, as determined by the Independent Fiduciary, will continue in all subsequent years of each contract of reinsurance involving LIRS, Minnesota Life and, Prudential, or any successor insurer to these entities (the Fronting Insurer) and in every renewal of each contract of reinsurance involving LIRS and the Fronting Insurer, and will approximate the increase in benefits that are effective October 1, 2015;

(f) In the initial year and subsequent years, the formula used to calculate premiums of coverage provided by the Fronting Insurer will be similar to formulae used by other insurers providing comparable coverage under similar programs. Further, the premium charge calculated according to that formula will be reasonable, and the premium will be comparable to the premium charged by the Fronting Insurer and its competitors with the same or better rating providing the same coverage under comparable programs;

(g) The Life Plan and the LTD Plan will only contract with a Fronting Insurer with a rating of A or better by A.M. Best Company, and all reinsurance arrangements will be indemnity reinsurance only (*i.e.*, the Fronting Insurer will not be relieved of liability to the Life Plan and the LTD Plan, as applicable, if LIRS is unable or unwilling to cover any liability arising from the reinsurance arrangement); and

(h) The Plan retains an independent, qualified fiduciary or successor to such fiduciary (the "Independent Fiduciary," at Laclede Gas's expense, to analyze the transaction and render an opinion that the requirements of sections (a) through (g) and (i) have been complied with. For purposes of this exemption, the Independent Fiduciary is a person who:

    (1) Is not directly or indirectly, through one or more intermediaries, controlling, controlled by, or under common control with Laclede Gas or LIRS (this relationship hereinafter referred to as an "Affiliate");

    (2) Is not an officer, director, employee of, or partner in, Laclede Gas or LIRS (or any Affiliate of either);

(3) Is not a corporation or partnership in which Laclede Gas or LIRS has an ownership interest or is a partner;

(4) Does not have an ownership interest in Laclede Gas, LIRS, or any of either's Affiliates;

(5) Is not a fiduciary with respect to the Life Plan or the LTD Plan, prior to the appointment to serve as the Independent Fiduciary; and

(6) Has acknowledged in writing acceptance of fiduciary responsibility and has agreed not to participate in any decision with respect to any transaction in which the Independent Fiduciary has an interest that might affect its best judgment as a fiduciary.

(7) Has appropriate training, experience, and facilities to act on behalf of the Life Plan and the LTD Plan regarding the subject transactions in accordance with the fiduciary duties and responsibilities prescribed by the Act.

For purposes of this definition of an ‘‘Independent Fiduciary,’’ no organization or individual may serve as an Independent Fiduciary for any fiscal year if the gross income received by such organization or individual (or partnership or corporation of which such individual is an officer, director, or 10 percent or more partner or shareholder) for that fiscal year exceeds two percent of that organization or individual’s annual gross income from all sources for the prior fiscal year from Laclede Gas, LIRS or their Affiliates (including amounts received for services as Independent Fiduciary under any prohibited transaction exemption granted by the Department).

In addition, no organization or individual who is an Independent Fiduciary, and no partnership or corporation of which such organization or individual is an officer, director, or 10 percent (10%) or more partner or shareholder, may acquire any property from, sell any property to, or borrow funds from Laclede Gas, LIRS, or their Affiliates during the period that such organization or individual serves as Independent Fiduciary, and continuing for a period of six (6) months after such organization or individual ceases to be an Independent Fiduciary, or negotiates any such transaction during the period that such organization or individual serves as Independent Fiduciary.