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Ian Henderson  
Second Sight Support Services Ltd  
7 Canon Grove  
Yarm  
TS15 9XE

16 October 2012

**Private & Confidential**

Dear Sirs

We refer to your request for documentation in connection with certain Post Office® branches and Subpostmasters (the "Documents").

You have requested the Documents in connection with the review to be conducted by Second Sight Support Services Ltd ('Second Sight') into allegations made that the Horizon point of sale computer system used by Subpostmasters in Post Office® branches is the source of unresolved accounting shortages (the "Review").

The Documents are being provided by Post Office Ltd to Second Sight for the limited purpose of the Review only. The Documents should not be used for any other purpose without the prior written consent of Post Office Ltd.

All Documents provided by Post Office Ltd to Second Sight for the Review are being provided in confidence. Confidentiality in the Documents is to be maintained at all material times by Second Sight in strict accordance with the terms of the Non-Disclosure Agreement between Second Sight and Post Office Ltd (a copy of which is enclosed).

Please be aware that the Documents provided to you contain legally privileged material. By providing the Documents to you, Post Office Ltd is not waiving any privilege in the Documents (either expressly, by implication or otherwise) and Post Office Ltd continues to claim privilege in any and all Documents to which privilege applies. This includes, but is not limited to, any correspondence, memoranda, notes, records, emails or documentation which contains legal advice, or has been prepared for the purposes of obtaining legal advice and/or in reasonable contemplation of litigation. It also includes all copies of any such documents and any manuscript amendments or notes made to these categories of document.



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In consideration for Post Office Ltd providing the Documents to you, Post Office Ltd requires you to provide a contractual undertaking on the following terms:-



Undertaking

Second Sight unconditionally and irrecoverably undertakes and agrees that:-

- (a) The Documents provided by Post Office Ltd for the Review (as defined above) contain documents which are privileged and that the benefit of that privilege shall at all times belong to Post Office Ltd.
- (b) The provision of the Documents by Post Office Ltd does not amount to a waiver of the privilege which subsists in any documents to which privilege shall apply.
- (c) The Documents provided by Post Office Ltd for the Review, any notes, copies or scans of any such Documents and any information contained therein will be held by Second Sight in complete confidence and will not be disclosed to any other party or used for any other purpose whatsoever without the prior written consent of Post Office Ltd.
- (d) Post Office Ltd will immediately be informed of any request or order for disclosure of the Documents or any of the information contained therein (save where by informing Post Office Ltd, Second Sight would contravene any law or regulation).
- (e) Notes, copies or scans of any of the Documents provided by Post Office Ltd for the Review will be taken for the Review only and will be destroyed or returned to Post Office Ltd within 7 days of the Review having been concluded.

Please confirm your agreement to the undertaking set out above by providing that undertaking to us on Second Sight headed notepaper.

We look forward to hearing from you.

Yours sincerely

**Susan Crichton**  
HR & Legal Services Director  
Post Office Limited