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BY EMAIL (shareholderproposals@sec.gov)

March 5, 2020

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

RE: Rite Aid Corporation – 2020 Annual Meeting
Omission of Shareholder Proposal of Steven Krol

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), we are writing on behalf of our client, Rite Aid Corporation, a Delaware corporation (“Rite Aid”), to request that the Staff of the Division of Corporation Finance (the “Staff”) of the U.S. Securities and Exchange Commission (the “Commission”) concur with Rite Aid’s view that, for the reasons stated below, it may exclude the shareholder proposal and supporting statement (the “Proposal”) submitted by Steven Krol (the “Proponent”) from the proxy materials to be distributed by Rite Aid in connection with its 2020 annual meeting of stockholders (the “2020 proxy materials”).

In accordance with Section C of Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”), we are emailing this letter and its attachments to the Staff at shareholderproposals@sec.gov. In accordance with Rule 14a-8(j), we are simultaneously sending a copy of this letter and its attachments to the Proponent as notice of Rite Aid’s intent to omit the Proposal from the 2020 proxy materials.

Rule 14a-8(k) and Section E of SLB 14D provide that shareholder proponents are required to send companies a copy of any correspondence that the shareholder proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to remind the Proponent that if the Proponent submits correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should concurrently be furnished to Rite Aid.

I. The Proposal

The text of the resolution contained in the Proposal is set forth below:

RESOLVED, shareholders of Rite Aid Corporation (the “Company”) recommend and urge the Compensation Committee of the Board of Directors (the “Committee”) to amend the Company’s claw back policy, currently only addressing cases where there are financial restatements, providing that the Committee will (a) review, and determine whether to seek recoupment of, incentive compensation paid, granted or awarded to a senior executive if, in the Committee’s judgment (i) there has been conduct resulting in material violation of law or Company policy causing significant financial or reputational harm to Company, and (ii) the senior executive engaged in such conduct or failed in their responsibility to manage or monitor conduct or risks, and (b) disclose in the annual proxy whether or not it recouped any pay if (i) required by law or regulation or (ii) the Committee determines that disclosures are in the best interests of the Company and shareholders.

“Recoupment” is (a) recovery of compensation already paid and (b) forfeiture, recapture, reduction or cancellation of amounts awarded or granted. Amendments should operate prospectively and be implemented to not violate any contract, compensation plan, law or regulation.

II. Basis for Exclusion

We hereby respectfully request that the Staff concur with Rite Aid’s view that the Proposal may be excluded from the 2020 proxy materials pursuant to Rule 14a-8(i)(10) because Rite Aid has substantially implemented the Proposal.

III. Background

On February 4, 2020, Rite Aid received the Proposal from the Proponent. Also on February 4, 2020, Rite Aid received an email from the Proponent containing

an email from E*TRADE Financial Corporation, dated February 4, 2020, verifying the Proponent's stock ownership (the "Broker Letter"). Copies of the Proposal and Broker Letter are attached hereto as Exhibit A.

On March 5, 2020, the Board of Directors of Rite Aid (the "Board") substantially implemented the Proposal by amending Rite Aid's Compensation Recovery Policy (as amended, the "Amended Policy") to provide for Board consideration of recoupment of compensation from Rite Aid's executive officers (the "Executives") in the event an Executive engages in misconduct in violation of law, Rite Aid policy or Rite Aid's code of conduct that results in material financial, operational or reputational harm to Rite Aid. As set forth in the Amended Policy, misconduct includes an Executive's material failure to exercise his or her assigned oversight responsibilities. The Amended Policy also provides for public disclosure of recoupment, subject to certain Board determinations. A copy of the Amended Policy is attached hereto as Exhibit B.

IV. The Proposal May be Excluded Pursuant to Rule 14a-8(i)(10) Because Rite Aid Has Substantially Implemented the Proposal.

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal if the company has already substantially implemented the proposal. The Commission adopted the "substantially implemented" standard in 1983 after determining that the "previous formalistic application" of the rule defeated its purpose, which is to "avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management." *See* Exchange Act Release No. 34-20091 (Aug. 16, 1983) (the "1983 Release") and Exchange Act Release No. 34-12598 (July 7, 1976). Accordingly, the actions requested by a proposal need not be "fully effected" provided that they have been "substantially implemented" by the company. *See* 1983 Release.

Applying this standard, the Staff has permitted exclusion under Rule 14a-8(i)(10) when the company's policies, practices and procedures compare favorably with the guidelines of the proposal. *See, e.g., Visa Inc.* (Oct. 11, 2019) (permitting exclusion of a proposal recommending that the compensation committee reform the company's executive compensation philosophy to include social factors to enhance the company's social responsibility where the company's "policies, practices and procedures compare[d] favorably with the guidelines of the [p]roposal and the [c]ompany ... therefore, substantially implemented the [p]roposal"); *The Goldman Sachs Group, Inc.* (Mar. 12, 2018); *Wells Fargo & Co.* (Mar. 6, 2018); *Kewaunee Scientific Corp.* (May 31, 2017); *Wal-Mart Stores, Inc.* (Mar. 16, 2017); *Dominion Resources, Inc.* (Feb. 9, 2016); *Ryder Sys., Inc.* (Feb. 11, 2015); *Wal-Mart Stores, Inc.* (Mar. 27, 2014); *Peabody Energy Corp.* (Feb. 25, 2014); *The Goldman*

Sachs Group, Inc. (Feb. 12, 2014); *Hewlett-Packard Co.* (Dec. 18, 2013); *Deere & Co.* (Nov. 13, 2012); *Duke Energy Corp.* (Feb. 21, 2012); *Exelon Corp.* (Feb. 26, 2010).

In addition, the Staff has permitted exclusion under Rule 14a-8(i)(10) where a company already addressed the underlying concerns and satisfied the essential objective of the proposal, even if the proposal had not been implemented exactly as proposed by the proponent. For example, in *PG&E Corp.* (Mar. 10, 2010), the Staff permitted exclusion under Rule 14a-8(i)(10) of a proposal requesting that the company provide a report disclosing, among other things, the company's standards for choosing the organizations to which the company makes charitable contributions and the "business rationale and purpose for each of the charitable contributions." In arguing that the proposal had been substantially implemented, the company referred to a website where the company had described its policies and guidelines for determining the types of grants that it makes and the types of requests that the company typically does not fund. Although the proposal appeared to contemplate disclosure of each and every charitable contribution, the Staff concluded that the company had substantially implemented the proposal. *See also, e.g., The Wendy's Co.* (Apr. 10, 2019) (permitting exclusion on substantial implementation grounds of a proposal requesting a report assessing human rights risks of the company's operations, including the principles and methodology used to make the assessment, the frequency of assessment and how the company would use the assessment's results, where the company had a code of ethics and a code of conduct for suppliers and disclosed on its website the frequency and methodology of its human rights risk assessments); *MGM Resorts International* (Feb. 28, 2012) (permitting exclusion on substantial implementation grounds of a proposal requesting a report on the company's sustainability policies and performance, including multiple objective statistical indicators, where the company published an annual sustainability report).

Rite Aid has substantially implemented the Proposal, the essential objective of which is the expansion of Rite Aid's recoupment policy to address misconduct (including oversight failures) resulting in material harm to Rite Aid other than in connection with a restatement of financial statements and to provide for public disclosure of recoupment in certain circumstances. In this regard, the Proposal states that Rite Aid's prior policy "only address[es] cases where there are financial restatements" and urges Rite Aid to amend its recoupment policy to provide for (i) recoupment if "there has been conduct resulting in material violation of law or [Rite Aid] policy causing significant financial or reputation harm" to Rite Aid, (ii) recoupment if the "senior executive engaged in such conduct or failed in their responsibility to manage or monitor conduct or risks" and (iii) "disclos[ure] in the annual proxy whether or not [Rite Aid] recouped any pay," in certain instances.

A. Recoupment for misconduct resulting in significant harm to Rite Aid.

The Proposal requests that Rite Aid amend its recoupment policy to provide for compensation committee consideration of recoupment when “there has been conduct resulting in material violation of law or [Rite Aid] policy causing significant financial or reputational harm to [Rite Aid].” The Amended Policy provides that the Board may require recoupment of compensation if an “Executive engaged in misconduct in violation of law, [Rite Aid] policy or [Rite Aid’s] code of conduct resulting in material financial, operational or reputational harm” to Rite Aid. The Amended Policy, therefore, satisfies this element of the Proposal’s essential objective.

B. Recoupment when the misconduct resulting in significant harm arises from oversight failures.

The Proposal also requests that Rite Aid amend its recoupment policy to include significant harm to Rite Aid caused if the Executives “failed in their responsibility to manage or monitor conduct or risks.” The Amended Policy provides for Board consideration of recoupment of compensation where the significant harm is caused by the Executive’s own misconduct or “a material failure by an Executive to exercise his or her assigned oversight responsibilities.” Thus, the Amended Policy can result in recoupment for an Executive’s failure to exercise appropriate oversight even without the Executive directly engaging in violations of law or Rite Aid policy. This is consistent with the essential objective of the Proposal with added specificity that the failure must be part of the Executive’s assigned oversight responsibilities to be subject to recoupment. The Amended Policy, therefore, satisfies this element of the Proposal’s essential objective.

C. Potential disclosure of recoupment.

In addition, the Proposal requests that Rite Aid amend its recoupment policy to require disclosure in Rite Aid’s annual proxy statement of recoupment of compensation if such disclosures “are required by law or regulation” or are determined to be “in the best interests of [Rite Aid] and shareholders.” The Amended Policy provides that “[i]n the event the Board requires reimbursement or forfeiture of compensation under this [Revised] Policy, [Rite Aid] will publicly disclose such action so long as [Rite Aid] has already publicly disclosed the facts and circumstances underlying the reimbursement or forfeiture” and the Board determines in its reasonable judgement that “(i) the disclosure would not violate any individual’s privacy rights, (ii) the disclosure is not likely to result in, exacerbate or prejudice any existing, threatened or potential litigation, arbitration, investigation or proceeding against the [Rite Aid] and (iii) the disclosure is not otherwise prohibited.” The Amended Policy also provides that disclosure is to be made “in the manner

determined by the Board under the circumstances.” Although the Amended Policy is more specific in the factors to be considered by the Board in determining whether to disclose recoupment, these factors are consistent with the standard contained in the Proposal of making disclosure if doing so is “in the best interests of [Rite Aid] and shareholders.” In addition, although the method of public disclosure provided for in the Amended Policy is more flexible than the Proposal’s request that disclosure be included in the annual proxy, the Amended Policy will result in public disclosure and increased transparency regarding recoupment decisions. The Amended Policy, therefore, satisfies this element of the Proposal’s essential objective.

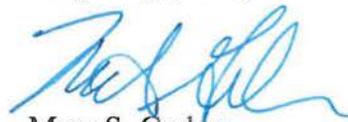
By adopting the Amended Policy, Rite Aid has amended its recoupment policy to cover misconduct (including oversight failures) resulting in material harm to Rite Aid other than a financial restatement and to provide for public disclosure of recoupment. As a result, the Amended Policy satisfies the essential objective of the Proposal and compares favorably with the guidelines of the Proposal. Accordingly, the Proposal has been substantially implemented and may be excluded under Rule 14a-8(i)(10).

V. Conclusion

Based upon the foregoing analysis, Rite Aid respectfully requests that the Staff concur that it will take no action if Rite Aid excludes the Proposal from its 2020 proxy materials.

Should the Staff disagree with the conclusions set forth in this letter, or should any additional information be desired in support of Rite Aid’s position, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of the Staff’s response. Please do not hesitate to contact the undersigned at (202) 371-7233.

Very truly yours,



Marc S. Gerber

Enclosures

cc: James J. Comitale
Rite Aid Corporation

Steven Krol

EXHIBIT A

(see attached)

Gerber, Marc S (WAS)

From: Gerber, Marc S (WAS)
Sent: Thursday, March 5, 2020 11:23 AM
To: Gerber, Marc S (WAS)
Subject: FW: [Ext] FW: Shareholder Proposal for Inclusion in 2020 Proxy Materials

From: Steve Krol ***
Sent: Tuesday, February 4, 2020 1:20 PM
To: Jim Comitale <jcomitale@riteaid.com>
Subject: Shareholder Proposal for Inclusion in 2020 Proxy Materials

Mr. James Comitale
Secretary
Rite Aid Corporation
30 Hunter Lane
Camp Hill, Pennsylvania 17011

February 4, 2020

Dear Mr. Comitale:

Referenced below is a Stockholder Proposal "Amendment of Claw Backs" for inclusion in the 2020 Annual Meeting of Stockholders proxy statement for shareholder vote. Bold Highlighting is intentional and Proponent requests that it be printed that way. In the unlikely case that your office counts, unconfirmed, more than 500 words in the Proposal, Proponent kindly requests that your office indicate in the Deficiency Notice the number of words it believes, unconfirmed, that is over the 500 word limit. The aim is not to waste the very limited time that The Office of Chief Counsel has to adjudicate such a matter.

RESOLVED, shareholders of Rite Aid Corporation (the "Company") recommend and urge the Compensation Committee of the Board of Directors (the "Committee") to amend the Company's claw back policy, currently only addressing cases where there are financial restatements, providing that the Committee will (a) review, and determine whether to seek recoupment of, incentive compensation paid, granted or awarded to a senior executive if, in the Committee's judgment (i) there has been conduct resulting in material violation of law or Company policy causing significant financial or reputational harm to Company, and (ii) the senior executive engaged in such conduct or failed in their responsibility to manage or monitor conduct or risks, and (b) disclose in the annual proxy whether or not it recouped any pay if (i) required by law or regulation or (ii) the Committee determines that disclosures are in the best interests of the Company and shareholders.

"Recoupment" is (a) recovery of compensation already paid and (b) forfeiture, recapture, reduction or cancellation of amounts awarded or granted. Amendments should operate prospectively and be implemented to not violate any contract, compensation plan, law or regulation.

Supporting Statement

Proponent believes compensation policies should promote sustainable value creation, and hold senior leadership accountable to promote proper risk taking balanced with proper risk management.

Rite Aid only offers the bare minimum legal requirement on claw back. CVS and Walgreens have more vigorous claw back policies, including financial and reputational harm, discouraging excessive risk taking and poor accountability in its incentive compensation and bonus payouts. Our policy has resulted in loss of company reputation and examples of heavy shareholder equity losses with undeserved payouts.

Two Examples:

The 2007 Eckerd Acquisition- Notwithstanding the prior over-expansion by previous senior management, Miller and Sammons repeat this catastrophic decision and acquire these 1800 stores, further heavily indebting the Company. They received a total of \$2 million in closing bonuses before first successfully and timely integrating the new stores into the Rite Aid brand. The board acknowledged this did **not** happen, yet no claw back of bonus happened.

As a result of this malfeasance, excessive risk taking and poor risk management, our stock price plummeted from \$6.40 at Closing to .25 cents by February 2009.

The Albertsons Merger Abandonment- "We find the board completed a deeply flawed process and employed mediocre procedural safeguards", Glass Lewis, one of the proxy advisory firms, indicated.

Yet millions in "retention bonuses" were paid out to senior executives June 2018, only to see the board purge many of them from the Company March 2019, again with no bonus claw back, despite a 95% loss of shareholder equity, ultimately.

The above examples demonstrate our stock price was negatively impacted for reasons other than financial restatements. Reputational loss, conflicts of interest, malfeasance and poor accountability can just as easily affect shareholders.

Strengthen our bylaws/governance documents on claw backs to protect your shareholder assets.
Please vote "**FOR**" Proposal #____

Gerber, Marc S (WAS)

From: Gerber, Marc S (WAS)
Sent: Thursday, March 5, 2020 11:23 AM
To: Gerber, Marc S (WAS)
Subject: FW: [Ext] FW: Brokerage Letter For 2020 Proxy Shareholder Proposal

From: Steve Krol ***
Sent: Tuesday, February 4, 2020 1:15 PM
To: Jim Comitale <jcomitale@riteaid.com>
Subject: Brokerage Letter For 2020 Proxy Shareholder Proposal

Dear Mr. Comitale: Pursuant to providing evidence of my RAD position enabling the undersigned to submit a shareholder proposal for inclusion in the 2020 proxy materials, referenced below is the Etrade letter evidencing same. I will hold this position through at least the 2020 Annual Meeting. The Proposal itself will follow under separate email to your attention within minutes.

February 4, 2020
Steven Krol

Re: E*TRADE Securities Account *** Traditional IRA

To Whom It May Concern:

Pursuant to your request our records indicate that as of February 4, 2020 you hold 10,813 shares of Rite Aid Corporation (symbol: RAD) in the E*TRADE account ending in ***. Further pursuant to your request our records indicate that you have held at least \$2,000.00 worth in stock value of Rite Aid Corp in this E*TRADE account continuously for more than one year. E*TRADE Securities LLC is an active participant in the Depository Trust Company (DTC).

We hope that this information satisfies your request. Should you have any further questions, please feel free to contact a Financial Services Representative at 800-ETRADE-1 (800-387-2331, or +1 678 624 6210 internationally), 24 hours a day, seven days a week.

Sincerely,

Kim Mason

Correspondence Department

PLEASE READ THE IMPORTANT DISCLOSURES BELOW.

The E*TRADE Financial family of companies provides financial services, including trading, investing, and banking products and services, to retail customers.

Securities products and services offered by E*TRADE Securities LLC, Member FINRA/SIPC, are not insured by the FDIC, are not deposits or obligations of, or guaranteed by, E*TRADE Bank, and are subject to investment risk, including possible loss of the principal amount invested.

Banking products and services are offered by E*TRADE Bank, a Federal savings bank, Member FDIC, or its subsidiaries. E*TRADE Securities LLC and E*TRADE Bank are separate but affiliated companies.

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EXHIBIT B

(see attached)

Rite Aid Corporation Compensation Recovery Policy

SECTION I. INTRODUCTION

This Compensation Recovery Policy (the “Policy”) was adopted by the Board of Directors (the “Board”) of Rite Aid Corporation (the “Company”) in February 2013 and amended on March 5, 2020 (the “Amendment Effective Date”). Section II and Section IV (through clause (ix)) of this Policy became effective as to compensation granted in fiscal years beginning after March 2, 2013, and Sections III, IV (clauses (x) and (xi)) and V of this Policy are effective as to compensation granted on or after the Amendment Effective Date.

This Policy applies to the Company's executive officers as designated by the Board (each, an “Executive”).

SECTION II. RESTATEMENT OF FINANCIAL RESULTS

If (1) the Company is required to restate its financial statements such that there would be a revision to one or more performance measures on which was based an annual bonus or other incentive compensation that was paid or awarded to an Executive, or that was settled or became vested, in each case within the previous three years, (2) such revision results in a reduction in the amount or value of such bonus or other incentive compensation, and (3) such restatement is, in whole or in part, a result of an Executive's intentional fraudulent or illegal misconduct (“Misconduct”), then the Board may, with respect to the Executive or Executives engaging in such Misconduct, require reimbursement or forfeiture of all or a portion of (i) any bonus or incentive compensation awarded to or received by such Executive in respect of the period(s) to which the restatement or other adjustment relates, but only to the extent such bonus or incentive compensation exceeds the amount that would have been paid or awarded to such Executive based on the revised performance measures, and (ii) any equity-based compensation awarded to or realized by such Executive based on the pre-revised performance measures.

SECTION III. DETRIMENTAL HARM

In the event the Board determines, in its discretion, that an Executive engaged in misconduct in violation of law, Company policy or the Company’s code of conduct resulting in material financial, operational or reputational harm to the Company (“Detrimental Harm”), the Board shall have discretion to require reimbursement or forfeiture of all or a portion of the bonus, incentive compensation or equity-based compensation received by, or awarded to, the Executive in or with respect to the period during which the misconduct occurred. In addition, the Board may provide that all or a portion of any unpaid or unvested bonus, incentive compensation or equity-based compensation with respect to such period is forfeited.

For purposes of this Section III, an Executive’s misconduct will include any act of fraud, breach of fiduciary duty, a material act of dishonesty, a material misrepresentation, a

willful violation of law or a material failure by an Executive to exercise his or her assigned oversight responsibilities.

SECTION IV. DISCRETIONARY AUTHORITY

For purposes of this Policy, whether or not an Executive has engaged in "Misconduct" under Section II or misconduct resulting in a Detrimental Harm under Section III and the amount or value to be reimbursed or forfeited under this Policy shall be determined in the sole discretion of the Board.

In determining whether to require reimbursement or forfeiture and, if so, the amount of such reimbursement or forfeiture, the Board has the discretion to take into account such factors as it deems appropriate, including (i) whether any bonus, incentive or equity compensation earned with respect to the period(s) covered by the restated financial statement was based on the achievement of specified performance targets and, if so, whether any such compensation would have been reduced had the financial results been properly reported at the time such compensation was determined, (ii) the Executive's involvement in and accountability for the Misconduct that directly or indirectly resulted in the need to prepare the restatement or otherwise adjust the financial statement, (iii) the likelihood of success in seeking reimbursement or forfeiture under governing law relative to the effort involved, (iv) whether the assertion of a reimbursement or forfeiture claim may prejudice the interests of the Company in any related proceeding or investigation, or otherwise, (v) whether the expense of seeking reimbursement or forfeiture is reasonable in relation to the amount sought or likely to be recovered, (vi) the passage of time since the occurrence of the act in respect of the applicable Misconduct, (vii) any pending or threatened legal proceeding relating to the applicable Misconduct, and any actual or anticipated resolution (including any settlement) relating thereto, (viii) the tax consequences to the affected Executive, (ix) such other factors as it may deem appropriate under the circumstances, (x) the passage of time since the occurrence of the act in respect of the applicable Detrimental Harm and (xi) any pending or threatened legal proceeding relating to the applicable misconduct resulting in a Detrimental Harm, and any actual or anticipated resolution (including any settlement) relating thereto.

SECTION V. DISCLOSURE

In the event that the Board requires reimbursement or forfeiture of compensation from an Executive under this Policy, the Company will publicly disclose such action so long as the Company has already publicly disclosed the facts and circumstances underlying the reimbursement or forfeiture and the Board determines in its reasonable judgment that (i) the disclosure would not violate any individual's privacy rights, (ii) the disclosure is not likely to result in, exacerbate or prejudice any existing, threatened or potential litigation, arbitration, investigation or proceeding against the Company and (iii) the disclosure is not otherwise prohibited. The disclosure shall be made in the manner determined by the Board under the circumstances.

SECTION VI. OTHER MATTERS

This Policy generally will be administered and interpreted by the Board. Any determination by the Board with respect to this Policy shall be final, conclusive and binding on all interested parties. The determinations of the Board under this Policy need not be uniform with respect to all Executives. For the sake of clarity, application of this Policy to an Executive shall not be affected by such Executive ceasing to be employed by the Company.

The Board may from time to time delegate any or all of its rights, authority and obligations under this Policy to one or more committees of the Board. In the event of any such delegation, all authority granted under this Policy in the discretion of the Board shall include and be a reference to the discretion of such committee(s). The Board shall have the right from time to time to re-assume any such rights, authority or obligations so delegated.

Application of this Policy does not preclude the Company from taking any other action with regard to the Executive, including termination of employment or institution of civil or criminal proceedings. Any right of recoupment under this Policy is in addition to, and is not in lieu of, any other remedy or right of recoupment that may be available to the Company. Nothing in this Policy shall be construed as precluding an Executive from contesting any determination by the Board pursuant hereto in a court of competent jurisdiction.

The provisions in this Policy are intended to be applied in a manner that complies with applicable law. To the extent that any provision of this Policy is found to be unenforceable or invalid under any applicable law, the enforcement of such provision (as determined by the Board) will be applied to the maximum extent permitted under applicable law. The invalidity or unenforceability of any provision of this Policy shall not affect the validity or enforceability of any other provision of this Policy.

The Board may amend or terminate this Policy from time to time in its sole discretion.