



TETRA Technologies, Inc.
24955 Interstate 45 North
The Woodlands, TX 77380
281.367.1983

December 11, 2020

VIA EMAIL (*shareholderproposals@sec.gov*)

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

RE: TETRA Technologies, Inc.
Shareholder Proposal Submitted by Kenneth Steiner

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended, TETRA Technologies, Inc. ("TETRA" or the "Company"), a Delaware corporation, is writing to notify the Securities and Exchange Commission (the "Commission") of TETRA's intention to exclude from its proxy statement and form of proxy for its 2021 Annual Meeting of Stockholders (collectively, the "2021 Proxy Materials") a stockholder proposal and supporting statement (the "Proposal") submitted by Kenneth Steiner (the "Proponent") and designating John Chevedden ("Mr. Chevedden") as his proxy to act on his behalf regarding the Proposal.

Pursuant to Rule 14a-8(j), TETRA has submitted this letter to the Commission no later than eighty (80) calendar days before the Company currently intends to file its definitive 2021 Proxy Materials with the Commission (on or about March 23, 2021) and, in accordance with the correspondence accompanying the Proposal, concurrently sent copies of this correspondence to Mr. Chevedden.

Rule 14a-8(k) and SEC Staff Legal Bulletin No. 14D (Nov. 7, 2008) ("SLB 14D") provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the Staff of the Division of Corporation Finance (the "Staff"). Accordingly, TETRA is taking this opportunity to inform Mr. Chevedden that if he elects to submit additional correspondence to the Commission or the Staff with respect to the proposal, a copy of that correspondence should be furnished concurrently to TETRA pursuant to Rule 14a-8(k) and SLB 14D.

We hereby respectfully request that the Staff confirm that the Staff will not recommend enforcement action to the Commission if the Company excludes the Proposal from the 2021 Proxy Materials pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1) because neither the Proponent nor Mr. Chevedden provided the requisite proof of continuous ownership of the required amount of TETRA stock for at least the one-year period prior to and including the date the Proposal was submitted by the Proponent (*i.e.*, November 19, 2020) after receiving notice of such deficiency.

BACKGROUND

On November 23, 2020, TETRA received from the Proponent a letter dated November 19, 2020 and submitted to TETRA via United States Postal Service Priority Mail on November 19, 2020, which (i) stated that Mr. Chevedden was designated as the proxy for the Proponent and was authorized to act on behalf of the Proponent with respect to the Proposal, and (ii) contained the Proposal and request that the Proposal be included in TETRA's 2021 Proxy Materials. The cover letter accompanying the Proposal stated that "I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the respective shareholder meeting;" however, verification of the Proponent's ownership of TETRA stock was not submitted with the Proposal. A copy of the letter submitting the Proposal is attached hereto as Appendix A.

After confirming that the Proponent was not a stockholder of record of the Company's common stock, the Company, in accordance with Rule 14a-8(f)(1) and Section C.6 of Staff Legal Bulletin No. 14 (July 13, 2001) ("SLB 14"), provided Mr. Chevedden with notice of the Proposal's defects in a letter dated December 2, 2020 (the "Deficiency Notice") and allowed for a 14-day response. Specifically, the Deficiency Notice, attached hereto as Appendix B, included copies of Staff Legal Bulletins Nos. 14F and 14G and Rule 14a-8 and specifically stated:

- the ownership requirements of Rule 14a-8(b);
- that the Proponent failed to provide any proof of ownership required by Rule 14a-8(b) of the Exchange Act of 1934;
- that, according to the Company's stock records, the Proponent was not a record owner of sufficient shares;
- the type of statement or documentation necessary to demonstrate beneficial ownership under Rule 14(a)-8(b), including "a written statement from the 'record' holder of the Proponent's shares (usually a broker or a bank) verifying that, at the time the Proponent submitted the Proposal, the Proponent continuously held the required number or amount of TETRA shares for the one-year period preceding

and including November 19, 2020”, the date the Proposal was submitted to the Company; and

- that any response had to be postmarked or transmitted electronically no later than 14 calendar days from the date the Proponent received the Deficiency Notice.

The Company sent the Deficiency Notice via email and overnight delivery on December 2, 2020, which was within 14 calendar days of the Company’s receipt of the Proposal. Overnight delivery service records confirm delivery of a physical copy of the Deficiency Notice to Mr. Chevedden at 1:30 pm PT on December 3, 2020. See Appendix C.

The Company received a response to the Deficiency Notice from Mr. Chevedden via email on December 2, 2020, which included a letter from TD Ameritrade (the “Broker Letter”), dated December 2, 2020, verifying the Proponent’s ownership of TETRA shares for a period of at least one year and purportedly verifying the Proponent’s eligibility to submit the Proposal. However, the Broker Letter merely confirmed that the Proponent held “no less than 500 shares” of TETRA stock during the prior one-year period and therefore did not demonstrate continuous ownership of at least \$2,000 in market value, or 1%, of the Company’s securities for the required period. See Appendix D.

ANALYSIS

The Proposal may be excluded under Rule 14a-8(b)(1) and Rule 14a-8(f)(1) because the Proponent has not demonstrated continuous ownership of at least \$2,000 in market value, or 1%, of the Company’s securities for the required period.

Rule 14a-8(f) provides that a company may exclude a stockholder proposal if the proponent fails to provide evidence of eligibility under Rule 14a-8, including satisfying the beneficial ownership requirements of Rule 14a-8(b), provided that the company timely notifies the proponent of the deficiency and the proponent fails to correct the deficiency within the required timeframe. Specifically, Rule 14a-8(f) provides that (i) within 14 days of receiving the proposal, the company must notify the proponent in writing of any procedural or eligibility deficiencies and provide the proponent with the timeframe for the proponent’s response and (ii) the proponent must correct such deficiency within 14 days from the date the proponent received the company’s notification. The Company satisfied its obligation under Rule 14a-8(f) by transmitting to Mr. Chevedden in a timely manner the Deficiency Notice, which (i) informed him that the Proponent had not provided evidence of sufficient share holdings to be eligible to submit a Rule 14a-8 proposal, (ii) advised him of how to correct the deficiency and provide sufficient proof of ownership, and (iii) provided a deadline for the response.

Rule 14a-8(b) provides that, in order to be eligible to submit a proposal, a stockholder “must have continuously held at least \$2,000 in market value, or 1%, of the company’s securities entitled to be voted on the proposal at the meeting for at least one year by the date [the stockholder] submit[ted] the proposal.” Section C.1(a) of SLB 14 specifies that in order to determine whether a stockholder satisfies the \$2,000 threshold for a company whose stock is listed on the New York Stock Exchange, the market value of the stockholder’s shares is determined by multiplying the highest selling price during the 60 calendar days before the stockholder submitted the proposal. SLB 14 indicates that for purposes of this calculation, it is important to note that the security’s highest selling price is not necessarily the same as the highest closing price. The highest selling price for shares of TETRA’s common stock during the 60-day calendar period preceding and including November 19, 2020 was \$0.74, and the market value of the Proponent’s holdings based on such price and the number of shares stated as held by the Proponent in the Broker Letter was only \$370 (500 shares x \$0.74 per share). In addition, as stated in the Company’s Form 10-Q for the quarterly period ended September 30, 2020, as of November 2, 2020 there were 125,976,728 shares of the Company’s common stock outstanding. The 500 shares held by the Proponent represents less than 1% of the Company’s securities entitled to be voted at the next annual meeting of stockholders. Although, Mr. Chevedden responded on behalf of the Proponent to the Deficiency Notice within the allotted time and provided the Broker Letter, such response did not cure the deficiencies related to the provision of sufficient proof of continuous ownership of the requisite amount of TETRA shares for the required one-year period. The proof of beneficial ownership provided by Mr. Chevedden and the Proponent does not demonstrate that the Proponent has owned at least \$2,000 in market value, or 1%, of the Company’s securities for the requisite period by the date the Proposal was submitted.

The Staff has consistently concurred in the exclusion of proposals under Rule 14a-8(f) where the proponent has failed to provide satisfactory evidence of continuous ownership of at least \$2,000 in market value, or 1%, of the company’s securities, as required by Rule 14a-8(b). See e.g., *The Manitowoc Company, Inc.* (avail. December 17, 2018) (concurring with the exclusion of a proposal where the proponent held 50 shares and the market value of these shares was \$1,344.00); *QEP Resources, Inc.* (avail. Dec. 27, 2017) (concurring with the exclusion of a proposal where the proponent held 200 shares and the market value of these shares was \$1,854.00); *American Airlines Group Inc.* (avail. Feb. 20, 2015) (concurring with the exclusion of a proposal where the proponent held 35 shares and the market value of these shares was \$1,800.23); and *Coca-Cola Co* (avail. Dec. 16, 2014) (concurring with the exclusion of a proposal where the proponent held 40 shares and the market value of these shares was \$1,794.80).

Consistent with the precedent cited above, the proof of beneficial ownership provided by the Proponent does not demonstrate the Proponent has owned at least \$2,000 in market value, or 1%, of the Company’s securities for the requisite period by the date he submitted the Proposal. Accordingly, the Company intends to exclude the

Proposal from its 2021 Proxy Materials under Rule 14a-8(f)(1) because the Proponent and Mr. Chevedden have failed to provide documentary support of share ownership to evidence that the Proponent is eligible to submit the Proposal under Rule 14a-8(b).

CONCLUSION

Based on the foregoing analysis, the Company believes the Proposal may be excluded from its 2021 Proxy Materials. We respectfully request the Staff's concurrence in the Company's view or, alternatively, confirmation that the Staff will not recommend any enforcement action to the Commission if the Company excludes the Proposal from its 2021 Proxy Materials.

If the Staff does not concur with the Company's position, we would appreciate an opportunity to confer with the Staff concerning this matter prior to the determination of the Staff's final position.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to the undersigned at kobrien@tetrathec.com. If you have any questions with respect to the foregoing, please contact me at (281) 364-5155.

Sincerely,



Kimberly M. O'Brien
Corporate Secretary

Enclosures

cc: John Chevedden

Appendix A

Proposal Letter and Related Attachments

Kenneth Steiner

Ms. Kimberly M. O'Brien
TETRA Technologies, Inc. (TTI)
24955 Interstate 45 North
The Woodlands, Texas 77380
PH: 281-367-1983

Dear Ms. O'Brien,

I purchased stock in our company because I believed our company had potential for improved performance. My attached Rule 14a-8 proposal is submitted in support of the long-term performance of our company. This Rule 14a-8 proposal is submitted as a low-cost method to improve company performance.

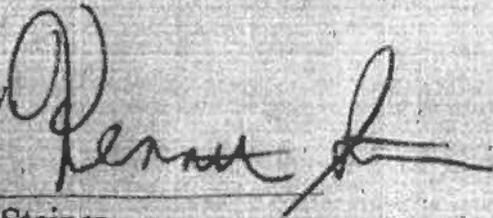
My proposal is for the next annual shareholder meeting. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the respective shareholder meeting. My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting. Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden

to facilitate prompt and verifiable communications. Please identify this proposal as my proposal exclusively.

This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of my proposal promptly by email to

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message it may very well save you from requesting a broker letter from me.

Sincerely,



Kenneth Steiner

11-19-20

Date

[TTI: Rule 14a-8 Proposal, November 19, 2020
[This line and any line above it – *Not* for publication.]

Proposal 4 – Simple Majority Vote

RESOLVED, Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws.

Shareholders are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to “What Matters in Corporate Governance” by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy’s. These votes would have been higher than 74% to 88% if more shareholders had access to independent proxy voting advice. The proponents of these proposals included Ray T. Chevedden and William Steiner. This proposal topic also received overwhelming 99%-support at the 2019 Fortive annual meeting.

There should be urgency in reforming our outdated corporate governance given that our stock was at \$10 in 2014.

Please vote yes:

Simple Majority Vote – Proposal 4

[The line above – *Is* for publication. Please assign the correct proposal number in 2 places.]

Notes:

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email

Tracking number 9510813178720324616701

Delivered 

November 23, 02:52PM

Spring, TX



[View details on USPS](#)

APPENDIX B

Deficiency Notice and Related Attachments



TETRA Technologies, Inc.
24955 Interstate 45 North
The Woodlands, TX 77380
281.367.1983

December 2, 2020

VIA EMAIL AND OVERNIGHT MAIL

John Chevedden

Dear Mr. Chevedden:

I am writing on behalf of TETRA Technologies, Inc. ("**TETRA**"), which received the stockholder proposal submitted on November 19, 2020 by Kenneth Steiner (the "**Proponent**") pursuant to Securities and Exchange Commission ("**SEC**") Rule 14a-8 for inclusion in the proxy statement for TETRA's 2021 annual meeting of stockholders (the "**Proposal**").

The Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention. Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, provides that a stockholder proponent must submit sufficient proof of its continuous ownership of at least \$2,000 in market value, or 1%, of a company's shares entitled to vote on the proposal for at least one year as of the date the stockholder proposal was submitted. According to TETRA's stock records, Proponent is not currently the registered holder of a sufficient number of shares to satisfy this requirement. In addition, to date we have not received proof that the Proponent has satisfied Rule 14a-8's ownership requirements as of the date that the Proposal was submitted to TETRA.

To remedy this defect, the Proponent must submit sufficient proof of his continuous ownership of the required number or amount of TETRA shares for the one-year period preceding and including November 19, 2020, the date the Proposal was submitted to TETRA. As explained in Rule 14a-8(b) and in SEC staff guidance, sufficient proof must be in the form of:

- a written statement from the "record" holder of the Proponent's shares (usually a broker or a bank) verifying that, at the time the Proponent submitted the Proposal, the Proponent continuously held the required number or amount of TETRA shares for the one-year period preceding and including November 19, 2020; or

- if the Proponent has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting the Proponent's ownership of the required number or amount of TETRA shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Proponent continuously held the required number or amount of TETRA shares for the one-year period.

To help stockholders comply with the requirements when submitting proof of ownership to companies, the SEC's Division of Corporation Finance published Staff Legal Bulletin No. 14F ("**SLB 14F**"), dated October 18, 2011, and Staff Legal Bulletin No. 14G ("**SLB 14G**"), dated October 16, 2012, copies of which are enclosed for your reference. SLB 14F and SLB 14G provide that for securities held through The Depository Trust Company ("**DTC**"), only DTC participants should be viewed as "record" holders of securities that are deposited at DTC. You can confirm whether the Proponent's bank or broker is a DTC participant by checking DTC's website.

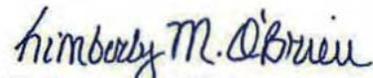
If the Proponent's broker or bank is a DTC participant, then the Proponent needs to submit a written statement from the Proponent's broker or bank verifying that the Proponent continuously held the required number or amount of TETRA shares for the one-year period preceding and including November 19, 2020.

If the Proponent's broker or bank is not a DTC participant, then the Proponent needs to submit proof of ownership from the DTC participant through which the shares are held verifying that the Proponent continuously held the required number or amount of TETRA shares for the one-year period preceding and including November 19, 2020. You should be able to find out the identity of the DTC participant by asking the Proponent's broker or bank. If the Proponent's broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through the Proponent's account statements, because the clearing broker identified on the account statements will generally be a DTC participant. If the DTC participant that holds the Proponent's shares is not able to confirm the Proponent's holdings but is able to confirm the holdings of the Proponent's broker or bank, then the Proponent needs to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including November 19, 2020, the required number or amount of TETRA shares were continuously held: (i) one statement from the Proponent's broker or bank confirming the Proponent's ownership; and (ii) one statement from the DTC participant confirming the broker or bank's ownership. Please review SLB 14F and SLB 14G carefully before submitting proof of ownership to ensure that it is compliant.

The SEC's rules require that any response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to me at 24955 Interstate 45 North, The Woodlands, Texas 77380. Please also transmit any response by email to me at KOBrien@tetrathec.com. A copy of Rule 14a-8, which applies to stockholder proposals submitted for inclusion in proxy statements, is enclosed for your reference.

If you have any questions with respect to the foregoing, please contact me at (281) 364-5155.

Sincerely,



Kimberly M. O'Brien
Corporate Secretary

Enclosures

Kimberly OBrien

From: Kimberly OBrien
Sent: Monday, November 30, 2020 3:15 PM
To: ***
Cc: Kimberly OBrien
Subject: Shareholder Proposal - TETRA Technologies, Inc.

Hello, Mr. Steiner.

I confirm receipt of your shareholder proposal. Please send a broker letter to me evidencing that you have owned at least \$2,000 or 1% of our common stock for one year.

Best regards,
Kim

Kimberly M. O'Brien

Corporate Secretary
TETRA Technologies, Inc.
CSI Compressco LP
24955 Interstate 45 North
The Woodlands, Texas 77380
Direct: 281.364.5155
Fax: 281.364.4398
Mobile: 281-799-7923

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Kimberly OBrien

From: Kimberly OBrien
Sent: Wednesday, December 2, 2020 3:07 PM
To: John Chevedden
Cc: Kimberly OBrien
Subject: RE: Shareholder Proposal - TETRA Technologies, Inc.
Attachments: TETRA Shareholder Proposal Response 12.2.20.pdf; Staff Legal Bulletin No 14F.pdf; Staff Legal Bulletin No 14G.pdf; Rule 14a-8.docx

Mr. Chevedden,

Attached is a letter I am sending to you tonight via FedEx.

If you have any questions, please contact me at (281) 364-5155.

Best,
Kim

Kimberly M. O'Brien

Corporate Secretary
TETRA Technologies, Inc.
CSI Compressco LP
24955 Interstate 45 North
The Woodlands, Texas 77380
Direct: 281.364.5155
Fax: 281.364.4398
Mobile: 281-799-7923

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From: John Chevedden ***
Sent: Monday, November 30, 2020 8:16 PM
To: Kimberly OBrien <KOBrien@tetrattec.com>
Subject: [EXTERNAL]Shareholder Proposal - TETRA Technologies, Inc.

Thank you.
Will do.

Please send a broker letter to me evidencing that you have owned at least \$2,000 or 1% of our common stock for one year.

APPENDIX C

Deficiency Notice Delivery Confirmation



Hi. Your package was delivered Thu, 12/03/2020 at 1:30pm.



Delivered to

OBTAIN PROOF OF DELIVERY

TRACKING NUMBER

FROM TETRA Technologies, Inc.
24955 Interstate 45 North
THE WOODLANDS, TX, US, 77380

TO John Chevedden

DEPARTMENT NUMBER Legal 6038

SHIP DATE Wed 12/02/2020 06:52 PM

DELIVERED TO Residence

PACKAGING TYPE	FedEx Envelope
ORIGIN	THE WOODLANDS, TX, US, 77380
DESTINATION	***
SPECIAL HANDLING	Residential Delivery
NUMBER OF PIECES	1
TOTAL SHIPMENT WEIGHT	0.50 LB
SERVICE TYPE	FedEx Priority Overnight

APPENDIX D

Broker Letter

Kimberly OBrien

From: John Chevedden ***
Sent: Wednesday, December 2, 2020 5:15 PM
To: Kimberly OBrien
Subject: [EXTERNAL]Rule 14a-8 Proposal (TTI) blb
Attachments: 02122020_17.pdf

Dear Ms. OBrien,
Please see the attached broker letter.
Please confirm receipt.
Sincerely,
John Chevedden



12/02/2020

Kenneth Steiner

Re: Account ending *** in TD Ameritrade Clearing Inc DTC# 0188

Dear Kenneth Steiner,

As you requested this letter confirms that as of the date of this letter you have continuously held no less than 500 shares of each of the following stocks in the above reference account since August 17, 2019:

Alcoa Corporation (AA)
The Allstate Corporation (ALL)
The Interpublic Group of Companies, Inc (IPG)
TETRA Technologies, Inc (TTI)
CTS Corporation (CTS)

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Client Services at 800-669-3900. We're available 24 hours a day, seven days a week.

Sincerely,

A handwritten signature in black ink, appearing to read "Andrew P. Haag".

Andrew P. Haag
Resource Specialist
TD Ameritrade

This information is furnished as part of a general information service and TD Ameritrade shall not be liable for any damages arising out of any inaccuracy in the information. Because this information may differ from your TD Ameritrade monthly statement, you should rely only on the TD Ameritrade monthly statement as the official record of your TD Ameritrade account.

Market volatility, volume, and system availability may delay account access and trade executions

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