

7AC(10)

[REDACTED]

[REDACTED]

[REDACTED]

DIRECT DIAL: [REDACTED]

**FACSIMILE TRANSMISSION**

Date: March 12, 2001 No. of Pages (including cover): 4  
 To: Michael Verne Fax Number: (202) 326-2624  
 Federal Trade Commission Contact Number:  
 From: [REDACTED] Reference No.: [REDACTED]

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Dear Mike:

As discussed in my voice mail, attached please find organization charts for the transaction which I would like to discuss with you.

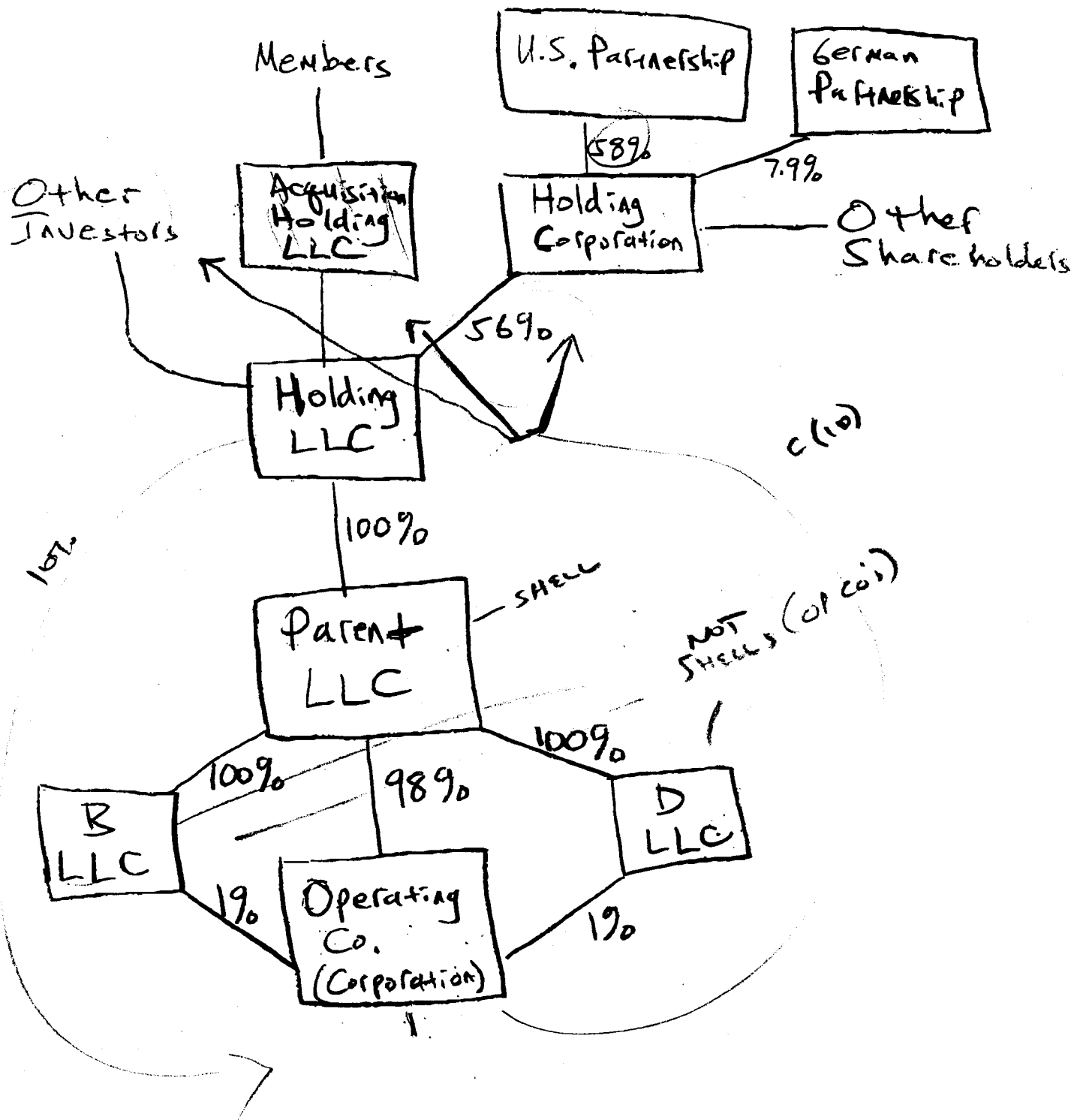
Please call me at your earliest convenience.

Best regards,

[REDACTED]

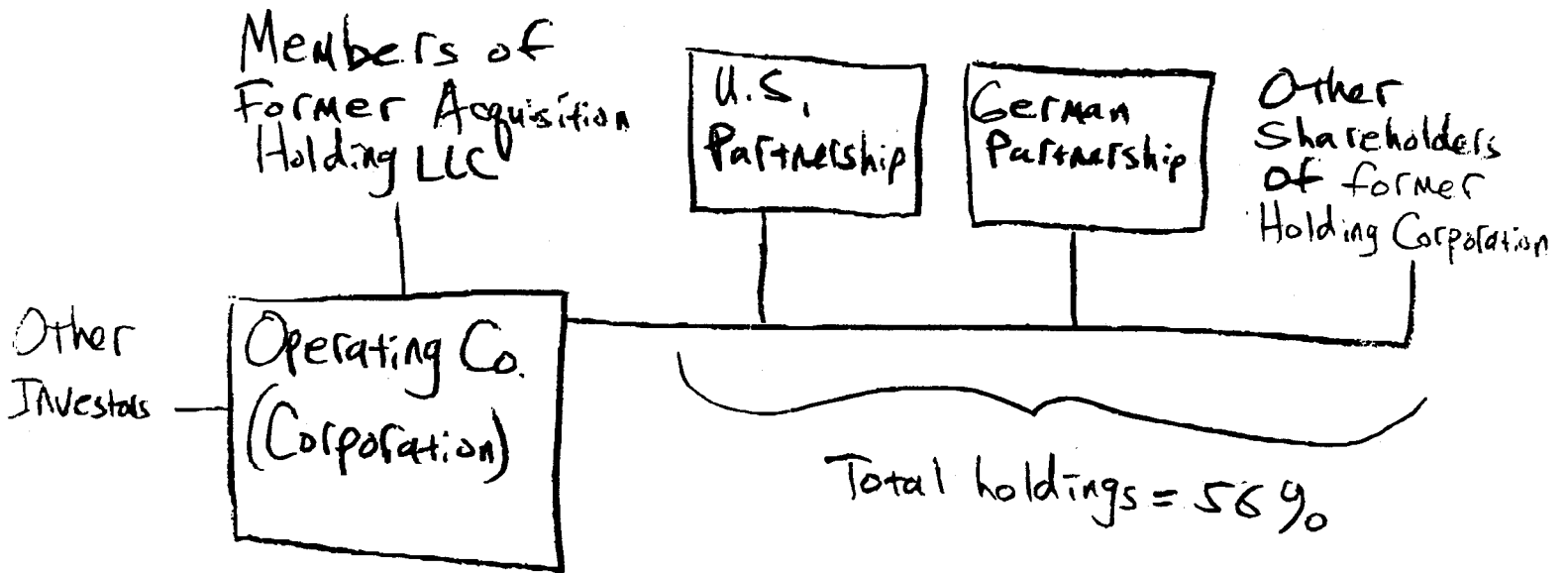
[REDACTED]

# PRESENT STRUCTURE





# FINAL STRUCTURE



B. Michael Uem  
3/14/01

- N. OVUKA ADDRESS.

STEP 1: OPERATING CO. V/S DISTRIBUTED TO MEMBERS OF HOLDING LLC. HOLDING CORPORATION EXCEPT UNDER C(10). ACQUISITIONS BY OTHER MEMBERS POTENTIALLY REPUTABLE. SIMULTANEOUSLY 100% OF INTERESTS IN HOLDING LLC TRANSFERRED TO OPERATING CO. (NON-REPUTABLE).

STEP 2: ACQUISITION HOLDING LLC & HOLDING CORPORATION ARE DISSOLVED & V/S OF OPERATING CO IS DISTRIBUTED PRO-RATA TO SHAREHOLDERS/MEMBERS (EXCEPT UNDER C(10)) FOR SHAREHOLDERS OF HOLDING CORPORATION & CONTROLLING MEMBER OF ACQUISITION HOLDING LLC, POTENTIALLY REPUTABLE FOR ITS OTHER MEMBERS.

STEP 3: PARENT LLC MERGES INTO HOLDING LLC WHICH THEN MERGES INTO OPERATING CO. (NON-REPUTABLE - 100% HELD).