

[REDACTED]

Form

Attorneys at Law

September 5, 2003

Ms. Karen Berg
Premerger Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
600 Pennsylvania Avenue, N.W.
Washington, D.C. 20580

2003 SEP 11 P 12:08
FEDERAL TRADE
COMMISSION
PREMERGER NOTIFICATION
OFFICE

Re: File No. [REDACTED] c. / [REDACTED]

Dear Ms. Berg:

As we discussed today, in the Notification and Report Form filed on August 27, 2003, [REDACTED] reported its intent to acquire all of the outstanding stock of [REDACTED] (the "Stock") pursuant to a Stock Purchase Agreement dated July 3, 2003 among [REDACTED], [REDACTED], and the shareholders of [REDACTED]. The parties are contemplating entering into an Amended and Restated Stock Purchase Agreement pursuant to which a newly formed, wholly-owned subsidiary of [REDACTED] (the "Subsidiary") will acquire the Stock. [REDACTED] further contemplates that after the Subsidiary acquires the Stock, [REDACTED] will cause [REDACTED] to be merged with and into the Subsidiary, with the Subsidiary as the surviving corporation.

This letter confirms your advice to me today that if the parties (including the Subsidiary) enter into an Amended and Restated Stock Purchase Agreement and consummate the acquisition as described above, the parties will not be required to file amendments to their respective Notification and Report Forms that they filed on August 27, 2003.

Should you have any questions or concerns, please do not hesitate to call me at [REDACTED]
[REDACTED]

Best regards,

[REDACTED]
[REDACTED]

9/15 - called writer and confirmed. KEB

cc: [REDACTED]

[REDACTED]