## **Verne Michael**

From:

Thursday, November 20, 2003 11:20 AM

Sent: To: Subject:

Verne Michael
Valuation Questions

Could you assist with the following questions:

Corporation A intends to acquire Corporation B in a merger transaction in which the stockholders of Corporation B will receive common stock of Corporation A valued at \$930 million in the aggregate. The assets of Corporation B include certain assets the acquisition of which by Corporation A would not be reportable under the HSR Act:

- \* 10% of the common stock of Corporation A valued at \$580 million
- \* 13% limited liability company interest valued at \$210 million.

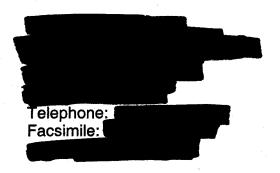
Excluding these assets, the value of the stock being acquired would be \$140.

What is the value of the value of the voting stock to be acquired by Corporation A in the transaction?

What is size of transaction for purposes of determining the filing fee?

Please note that the acquisition by the stockholders of Corporation B of voting stock of Corporation A will be exempt under Rule 802.9.

Thanks for your help.



CONFIDENTIAL NOTE

ADVISED THAT THE VALUE IS THE

TOTAL CONSIDERATION TO THE

SHAMEHOLDES OF B - \$ 930 MM IN

A STOCK. THE SECONDAY

A CQUISTION OF THE 1070 OF A

STOCK IS EXEMPT UMPER BOZ.30.

N. OVUKA CONCUMS.

B. mobel un 11/20/03

THIS E-MAIL TRANSMISSION AND ANY ATTACHMENTS HERETO CONTAIN INFORMATION FROM THE LAW FIRM OF WHICH IS CONFIDENTIAL AND PRIVILEGED. THE INFORMATION IS INTENDED FOR THE SOLE USE OF THE INDIVIDUAL OR ENTITY TO WHOM IT IS ADDRESSED. IF YOU ARE NOT THE INTENDED RECIPIENT, YOUR USE, DISSEMINATION, FORWARDING, PRINTING OR COPYING OF THIS INFORMATION IS PROHIBITED. IF YOU HAVE RECEIVED THIS E-MAIL IN ERROR, PLEASE NOTIFY US BY TELEPHONE OR E-MAIL IMMEDIATELY SO THAT WE CAN ARRANGE FOR THE RETRIEVAL OF THE INFORMATION AT NO COST TO YOU.