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Verne, B. Michael

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From: [REDACTED]  
Sent: Monday, April 19, 2004 11:05 PM  
To: Verne, B. Michael  
Subject: HSR - Exclusive Supply

Mike, just following up on the rather long-winded voice mail which I left you earlier today. The situation is quite straightforward:

Company A manufactures a range of products here in the US. Company B is primarily concerned with developing new products. Company B has developed a new product which Company A finds attractive. They enter into an exclusive supply agreement whereby Company A would agree to purchase a minimum volume of product from Company B and Company B would agree not to sell to any other customer except Company A. As consideration, Company A would pay a lump sum to Company B in cash and in shares. Together the cash and shares exceed \$50 million.

Is the exclusive supply relationship treated the same as an exclusive license for determining whether it is the acquisition of assets?

Regards,

[REDACTED]

THIS IS NOT A REPORTABLE TRANSACTION.  
N. OUVKA CONCURS.

B. Michael  
4/20/04

[REDACTED]  
Tel. [REDACTED]  
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