

FROM [REDACTED]

(TUE) 6.15'04 10:23/ST. 10:22/NO. [REDACTED]

801.10

FAX [REDACTED]

June 15, 2004.

VIA FACSIMILE

Ms. Nancy Ovuka  
Premerger Notification Office  
Federal Trade Commission  
600 Pennsylvania Avenue, N.W.  
Washington, DC 20580

JUN 15 AM 11:28  
FEDERAL TRADE COMMISSION  
PREMERGER NOTIFICATION OFFICE

Re: *Hart-Scott-Rodino Act Filing Requirements*

Dear Ms. Ovuka:

This is to confirm our conversation this morning in which [REDACTED] and I presented you the following acquisition scenario: Company A is being acquired by Company B. The purchase price in the Securities Purchase Agreement is \$104 million to which the parties anticipate the addition of \$1.5 million as a net working capital adjustment and a miscellaneous adjustment of \$2.5 million indicating a total purchase price of \$108 million. At closing the \$108 million will be disbursed as follows: approximately \$31 million will go to third parties as debt payoff; approximately \$15.6 million will go to pay off the subordinated notes; and approximately \$37 million will be paid to the preferred stock holders pursuant to the prior contractual arrangements, leaving approximately \$24.4 million payable to the common.

My client is the ultimate parent entity ("UPE") of two investment entities that hold the majority of the subordinated notes, the preferred stock and the common stock. Also, the preferred stock is not convertible into common.

Based on the above facts, you agreed with us that the transaction was not reportable under the Hart-Scott-Rodino-Act as Company B would not receive voting securities valued in excess of \$50 million.

Please let me know if the above does not accurately reflect our conversation. As always we appreciate your attention to this matter.

Very truly yours,

[REDACTED SIGNATURE]

cc: [REDACTED]

6/16/04  
Confirmed advice by  
telephone. N. Ovuka  
M. Verrill concurs

[REDACTED]