

**Verne, B. Michael**

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**From:** [REDACTED]  
**Sent:** Tuesday, January 04, 2005 11:42 AM  
**To:** Verne, B. Michael  
**Subject:** HSR Filing Question re Merger Transaction

**Importance:** High

Michael: Please advise whether you concur with the following. A transaction is contemplated in which Person A is the UPE of two companies (the "Acquired Companies"). Person B is the UPE of a shell company (the "Merger Sub"). The Acquired Companies will merge with and into the Merger Sub in a tax-free reorganization. Merger Sub will be the surviving corporation in the mergers. The merger consideration to be received by the Acquired Companies' shareholders (and thus received by Person A as UPE) will consist solely of the shares of Person B's common stock (more than 10% of its shares, with a value in excess of \$100 million, so presumably neither side of transaction is exempt). Please advise whether you concur that the following is the correct interpretation of the HSR filing requirements under these facts: Person A makes a filing indicating it is both an acquiring person (as to the shares of Person B) and an acquired person (as to the Acquired Companies). Person B makes a filing indicating it is both an acquiring person (as to the Acquired Companies) and an acquired person (as to the shares of Person B issued to the Acquired Companies' shareholders in the merger). Thank you. [REDACTED]

Agree -  
B. Michael  
1/4/05

[REDACTED]

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