

ITEM 6

Verne, B. Michael

From: [REDACTED]
Sent: Wednesday, August 10, 2005 12:16 PM
To: Verne, B. Michael
Subject: HSR Query

[REDACTED]

Mike, I hope that you survived your trip to Eastern Europe. I am sure that you had a lot of interesting experiences. It is probably the only affordable area left in Europe to visit!

Keeping with the same European topic, I have a transaction which involves the acquisition by a German AG [REDACTED] of all of the interests of a German GmbH [REDACTED]. There are two questions in this respect:

1. Should I treat the acquisition as an acquisition of assets (i.e. partnership) or shares? A German GmbH [REDACTED] is analogous to a US limited partnership. It has not bifurcated management structure similar to a board of directors and officers. It is managed by the general partner (which happens to be a subsidiary of the GmbH [REDACTED] - this seems strange to US lawyers, but is possible in Germany).
2. The acquiring party is a German AG. It is a public company in Germany, but 51% of the shares are held by one person. This person has some other minority investments in Germany in unrelated areas and unrelated companies. Can I list the German AG as the ultimate parent entity? Or do I have to list all of the individual's holdings in Item 6?

Thanks in advance.

Regards,

[REDACTED]

1) TREAT AS PARTNERSHIP.
2) LIST ALL OF THE HOLDINGS OF THE INDIVIDUAL HOLDING 51%. HE IS THE UPE.

[REDACTED]

B. Michael
8/30/05

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