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Verne, B. Michael

From: [REDACTED]
Sent: Thursday, September 01, 2005 5:15 PM
To: Verne, B. Michael
Subject: telephone call today

Dear Mike,

This will memorialize our discussion today regarding the pending HSR filing covering the purchase by [REDACTED] the ultimate parent of which is [REDACTED], of 100% of the voting securities of [REDACTED]. As we discussed, the acquisition structure of the transaction will differ somewhat from the structure described in the filing but, as you confirmed, that difference will not require any amendment to the HSR filing.

As contemplated in the filing, [REDACTED] was to make the actual acquisition. Instead, an indirect subsidiary of [REDACTED], [REDACTED] ("Master Partnership"), a non-corporate entity, will acquire the [REDACTED] shares after the end of the HSR waiting period. A few weeks later, Master Partnership will be capitalized by non-affiliated co-investors. None of these co-investors will acquire, directly or indirectly, the right to 50% or more of the profits or assets upon dissolution of Master Partnership. However, [REDACTED] interest in Master Partnership will be diluted to the point that Master Partnership will become its own ultimate parent entity. You confirmed that because these acquisitions will not confer control over Master Partnership, none are reportable under the HSR Act. Accordingly, no HSR filings need be made in connection with these transactions.

Please call me as soon as possible if this misconstrues or misrepresents our conversation in any way. Thank you for your assistance on this matter.

Best regards,



Agree
Burdell
9/1/05

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