

ITEM 2(d)

Verne, B. Michael

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From: [REDACTED]  
Sent: Friday, September 30, 2005 11:49 AM  
To: Verne, B. Michael  
Subject: Item 2(d) of the HSR form

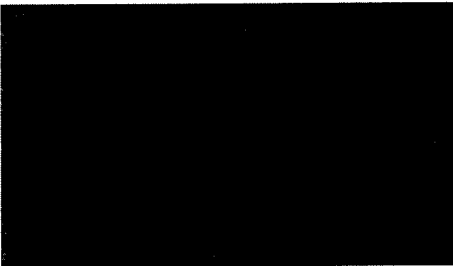
Dear Mr. Verne:

A transaction involves a single Buyer who is purchasing both assets from the seller, as well as all of the voting securities of one of the seller's indirect subsidiaries. A total acquisition price has been determined for the transaction. This figure will be reported under 2(d)(v) as the "Aggregate Total Value".

However, the parties have not made any determination as to how the total acquisition price might be allocated between the acquired assets and the acquired voting securities.

Can the parties report under 2(d)(i) and 2(d)(iii) that values have not been determined and be in substantial compliance, or are the parties required to make an allocation of the Aggregate Total Value between the assets and the voting securities.

Thank you for your assistance.



OK TO GIVE AGGREGATE  
VALUE; STATE THAT NO  
ALLOCATION HAS BEEN MADE.  
B. Michael  
9/30/05

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