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Verne, B. Michael

**From:** [REDACTED]  
**Sent:** Thursday, October 20, 2005 9:50 AM  
**To:** Verne, B. Michael  
**Subject:** RE: HSR Questions - Signatories to LOI, Content of Certification, and Item 3(d) Attachments

Please advise as to the additional points noted below:

1. The LOI for the contribution of A's voting securities to Holdco is executed by A's senior executive officer, the Funds, and another officer/shareholder. These signatories collectively own a majority of A's voting securities. We presume that each of the other individual or Fund shareholders of A need not execute same for the LOI to be used as the basis for the parties' HSR Forms.

The LOI for the contribution of voting securities of B and C is executed by the individual who is the controlling shareholder of B and C, in his capacity as CEO of B and C, but not by the other individual shareholders of B and C. We also presume that this LOI may be used as the basis for the parties' HSR Forms.

2. We presume that it is sufficient for A's senior executive officer to certify that A has a good faith intention to complete the transaction. Please advise if the certifications also should make the same certification for the shareholders of A. The same point applies to the certification by the UPE of B and C with respect to the other shareholders of B and C.

3. Please advise if the individual who is the UPE of B and C is required to attach the LOI for the contribution of A's shares to Holdco to that person's Form, even though that individual, and B and C, are not parties to that LOI.



1) YES - OK  
2) YES  
3) YES

*Bruch*  
10/20/05

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>>> "Verne, B. Michael" <MVERNE@ftc.gov> 10/13/2005 10:01 AM >>>