

Verne, B. Michael

Item 4(c)

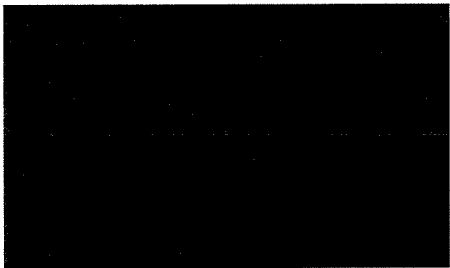
From: [Redacted]
Sent: Tuesday, November 15, 2005 4:17 PM
To: Verne, B. Michael
Subject: FW: 4(c) question

Hi, Mike –

I was hoping to get your thoughts on the relevant transaction for 4(c) purposes. Company A is merging with and into Company B with Company B surviving. Each of A and B filed an HSR in connection with the merger. In exchange for their shares of Company A, shareholders of Company A will receive voting securities of Company B in connection with the merger requiring some of them to file an HSR. What is the relevant "transaction" for 4(c) documents for shareholders of Company A - the merger between Company A and Company B and the receipt of shares of Company B (or just the receipt of shares of Company B)?

Thanks,
Deidre

The CATER
B. Michael
11/15/05



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