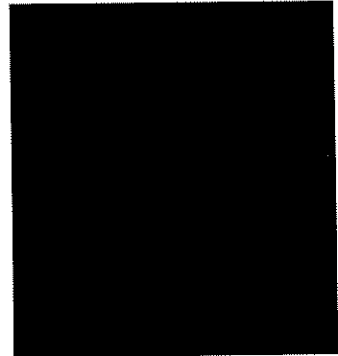


801.10



January 4, 2006

Via Electronic Mail

Michael Verne
Premerger Notification Office
Federal Trade Commission
Washington, D.C.

Dear Mike:

As we discussed on the telephone, I am writing to confirm an interpretation you provided in response to the following hypothetical: Company A is planning to acquire all of the voting securities of Company B for approximately \$50 million. The final purchase price is subject to certain adjustments to be made at closing based on working capital and the like. As a result, the final purchase price will not be determined until the date of closing. The adjustments may, but will not necessarily, push the final purchase price above the \$53.1 million size of the transaction pre-merger reporting threshold.

You responded that under these circumstances, the acquisition price is not "determined." The board of the acquiring party must therefore make a good faith determination of the fair market value of the voting securities being acquired pursuant to Section 801.10(c)(3) of the HSR Rules. That valuation, not the final purchase price, will determine the reportability of the transaction. If the valuation is less than \$53.1 million, no reporting is necessary and there will be no violation even if the final purchase price as adjusted exceeds \$53.1 million.

Please let me know if the foregoing does not accurately reflect the interpretation you provided.

Sincerely,



AGREE
B. Michael
1/4/06

