

Item 3(a)

Verne, B. Michael

From: [REDACTED]
Sent: Monday, January 23, 2006 4:40 PM
To: Verne, B. Michael
Subject: HSR Question re LOI

Mike:

I have a question about a filing with a letter of intent (LOI). The parties here signed an LOI in May 2005 that accurately describes the transaction they now propose to consummate. The issue here is that they later signed an amendment to narrow the scope of the deal to a valuation below the filing threshold. That amendment is no longer accurate and the parties are back to the original structure.

The question is, can we file with only the original LOI (with the affidavit referring only to it), or do we need to do anything about the intervening amendment that no longer is accurate?

Best regards,

[REDACTED]

THE ORIGINAL LOI IS FINE AS LONG AS IT REFLECTS THE DEAL AS IT IS CURRENTLY STRUCTURED.

Bruce
1/23/06

[REDACTED]

[REDACTED]

[REDACTED]

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