

802.21



January 25, 2006

VIA ELECTRONIC MAIL

Mr. B. Michael Verne  
Premerger Notification Office  
Bureau of Competition  
Federal Trade Commission  
Room 303  
600 Pennsylvania Avenue, NW  
Washington, D.C. 20580

Re: Obligation to File Notification Pursuant to the Hart-Scott-Rodino Antitrust  
Improvements Act of 1976, as amended

Dear Mr. Verne:

Thank you for taking the time to speak with me and [REDACTED] yesterday afternoon. Further to our conversation and the letter I sent to James Ferkingstad dated July 13, 2005 ("Letter") that we discussed, I am writing to confirm my understanding of the advice you gave me with respect to the filing obligations of [REDACTED] and a limited partnership ("LP").

Specifically, as explained in the earlier letter, [REDACTED] was formerly the ultimate parent entity of LP, and filed a notification and report form with respect to the acquisition of the voting securities of an issuer ("I"). That notification designated the \$100 million (as adjusted) threshold and listed LP as an acquiring entity. Subsequently, [REDACTED] ceased to control LP and it became its own ultimate parent entity for the purposes of the HSR Act.

Pursuant to the advice confirmed in the Letter, [REDACTED] and LP continued to acquire voting securities of I in reliance on the exemption contained in 16 C.F.R. § 802.21 such that the aggregated holding of [REDACTED] and LP does not meet or exceed the \$500 million (as adjusted) notification threshold, but is approaching that threshold.

You confirmed that, if LP wishes to make further purchases without relying on the advice given in the Letter, LP must file a notification and report form and observe the statutory waiting

period before making additional purchases in excess of \$500 million (as adjusted) of I's voting securities in the aggregate with [REDACTED], but may designate \$100 million (as adjusted) as the threshold in its filing, notwithstanding the fact that it had previously relied on [REDACTED] earlier filing for that threshold.

You further confirmed that [REDACTED] may continue to acquire voting securities of I in reliance on § 802.21 and without making an additional filing, so long as his holdings of such voting securities do not reach the \$500 million (as adjusted) notification threshold.

Thank you again for taking the time to discuss this. If you disagree with any of the analysis or conclusions above, please contact me as soon as possible. If I do not hear from you, I will advise my clients that they may rely on the conclusions stated above.

Sincerely,

[REDACTED]

AGREE -  
N. OVUKA } M. BAUNO CONCUR

B. [Signature]  
1/25/06