

801.1 (b)

CONFIDENTIAL

VIA ELECTRONIC MAIL

March 10, 2006

B. Michael Verne  
Premerger Notification Office  
Bureau of Competition  
Federal Trade Commission  
7th & Pennsylvania Avenue, NW  
Washington, DC 20580

Dear Mike:

On Friday, February 24, 2006, I left you a message regarding a fact scenario to confirm that it did not create "control" of a newly formed issuer by the principal shareholder for purposes of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended ("HSR Act"). You confirmed by email on Monday, February 27, 2006 that the scenario I described did not create control of the newly formed issuer. Below I set out the facts I presented to you, with a little more detail, to confirm my understanding from our communication that these facts would not result in control of a newly formed issuer by the principal shareholder.

As a part of the proposed transaction, Shareholder A will hold shares constituting 49.9% of the voting securities of a newly formed issuer, NEWCO, and will have the contractual power to appoint one less than a majority of the directors of the board of NEWCO (i.e., one out of three or two out of five directors). Appointment of the directors by Shareholder A will not require approval of the other shareholders or the board of directors. The appointment of a director who is not a director appointed by Shareholder A will either be by majority vote of the shareholders or by the board of directors as a whole and will be subsequently approved by the shareholders (voting in proportion to ownership interests) at the next general meeting. Shareholder A will be able to block the appointment of directors, but will not be able to force the other shareholders to accept the appointment of directors (except for in the case of the directors that Shareholder A has the contractual right to appoint). Shareholder A also will have the power to remove the chairman of the board of NEWCO, but will not have the power to replace the chairman.

Please let me know as soon as possible if you disagree with the conclusion based on these facts that Shareholder A does not control NEWCO for HSR purposes. Thank you for your assistance in this matter.

Sincerely,

[Redacted Signature]

AGREE -  
Buehler  
3/10/06

[Redacted Footer]