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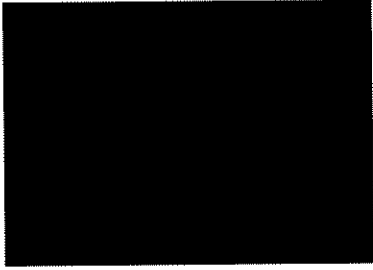
Verne, B. Michael

From: [REDACTED]
Sent: Tuesday, April 25, 2006 8:25 AM
To: Verne, B. Michael
Cc: [REDACTED]
Subject: FW: question

Hi, Mike –

I was hoping to get your input on a transaction. Company A has sub A-1 which is merging with and into Company B with Company B surviving as a wholly-owned (direct or indirect) subsidiary of Company A. In connection with the transaction, certain shareholders of Company B will have the right to receive shares of Company A or a newly-formed holding company (which will be controlled by Company A) in exchange for their shares of Company B. In determining the value of voting securities to be held by Company A, it seems we can exclude the portion of the merger consideration attributable to the rollover because these shares will not be "held" by Company A. Do you agree?

Thanks,



No - A will hold all of the voting securities of B so that is the value of the transaction for A's acquisition.

B. Michael
4/25/06

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