

Verne, B. Michael

ITEM 4

From: [REDACTED]
Sent: Tuesday, April 17, 2007 4:18 PM
To: Verne, B. Michael
Cc: [REDACTED]
Subject: [REDACTED] -- 4(c) Question

Dear Mike,

Following up on our conversation of yesterday, I'd just like to confirm the documents that should be filed as 4(c) in [REDACTED] acquisition of shares of [REDACTED].

As discussed, [REDACTED] is a member of the [REDACTED] enterprise today. In particular, [REDACTED] is a member of [REDACTED]. [REDACTED], along with [REDACTED] and [REDACTED], plan to restructure, consolidating to create [REDACTED]. [REDACTED] and [REDACTED] will make an HSR filing with respect to the consolidation. [REDACTED] will not be an acquiring or an acquired person with respect to the consolidation.

At the time of the restructuring, [REDACTED] plans to convert its stake in [REDACTED] to shares in [REDACTED] (an initial 8.4% of outstanding [REDACTED] voting shares, which will be reduced over time). [REDACTED] will make an HSR filing on this proposed acquisition of shares in [REDACTED].

I understand the documents that should be provided as 4(c) in [REDACTED] HSR filing are only those documents that relate to the transaction about which [REDACTED] is filing (i.e., the acquisition of [REDACTED] shares), and not those documents that relate to the restructuring with respect to which a separate filing will be made by [REDACTED], [REDACTED], and [REDACTED].

At your convenience, could you please confirm my understanding? Thanks very much, Mike.

[REDACTED]

Agree - B. Michael
4/18/07

[REDACTED]

[REDACTED]

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