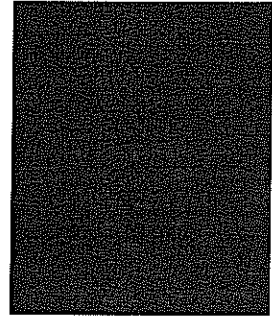
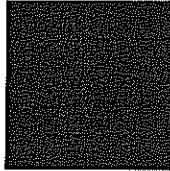


801.2



February 5, 2008

Michael B. Verne and
James Ferkingstad
Federal Trade Commission
Bureau of Competition
Premerger Notification Office, Room 303
600 Pennsylvania Avenue, N.W.
Washington, DC 20580

Re: Transaction Structure Changes Post Satisfaction of Hart-Scott-Rodino Premerger
Notification Requirements

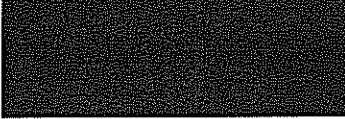
Dear Mike and James:

This letter follows up on the inquiries made by [REDACTED] and [REDACTED] during the week of January 27, 2008, regarding structure changes to a transaction where the Hart-Scott-Rodino Act Premerger Notification filings ("HSR filings") have already been made and the waiting period requirements have been satisfied. This letter memorializes the description of the changes to the transaction and your advice that no additional action is required with regard to the Hart-Scott-Rodino Act notification requirements.

The HSR filings described a transaction in which Company A would acquire from Company B all of a certain class of shares in a noncorporate entity, Company C. By virtue of this acquisition, Company A would control Company C. The revised transaction structure involves changes on both the acquiring and acquired sides of the transaction.

On the acquiring side, a holding company ("Company D") will be formed to hold the voting securities of Company A. Technically this would change the ultimate parent entity ("UPE") on the acquiring side of the transaction. However, it is our understanding that no additional information will be required by the Premerger Notification Office because at closing Company D will not hold any voting securities or assets other than its direct holdings in Company A, and its indirect holdings in Company C.

On the acquired side, Company B will remain the UPE of Company C, but will insert a holding company between it and Company C to accomplish the transfer of the shares in Company C. No additional information would be required by the Premerger Notification



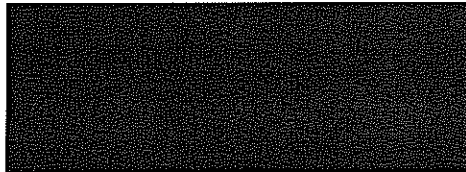
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James Ferkingstad
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Office on this portion of the transaction because it not a substantial change to the transaction structure and the UPE for the acquired person will remain the same.

Please let us know if our understanding is incorrect or if you need additional information to confirm your analysis. If we do not hear from you by close of business Thursday, February 7, 2008, we will conclude that you concur that no additional HSR filing action is required.

If you have any questions, please call me at  or 


Very truly yours,



cc: 

AGREE
BM
2/4/08