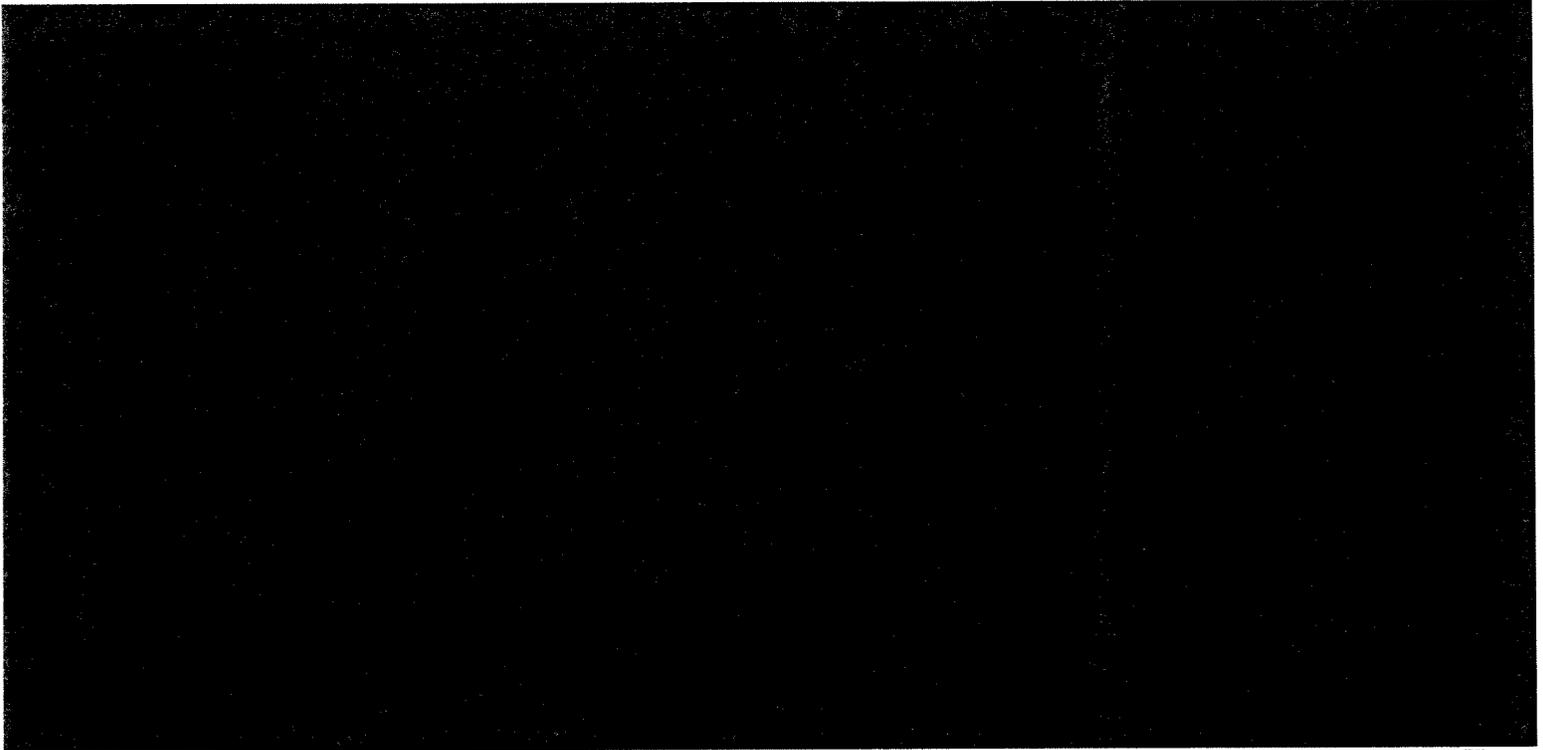


ITEM 4(c) MV



September 2, 2005

VIA E-MAIL & FEDERAL EXPRESS

B. Michael Verne
U.S. Federal Trade Commission
Premerger Notification Office
600 Pennsylvania Avenue, N.W.
Room 301
Washington, D.C. 20580

RECEIVED
FEDERAL TRADE COMMISSION
SEP 2 2005

Re: Item 4(c)

Dear Mike:

Thank you for taking the time to speak with Jackie and me yesterday. I am writing to confirm the HSR Act advice we discussed.

During the due diligence process, Potential Buyer's legal counsel drafted a presentation regarding the proposed transaction ("**Document #1**") which was distributed to certain officers and/or directors of Potential Buyer. Assume the presentation (and all other documents discussed below) contains "4(c) content" regarding the proposed transaction. Potential Buyer subsequently sent the document to Seller's CEO, and Seller's board of directors reviewed the document.

A subsequent version of Document #1 was prepared by Potential Buyer's legal counsel ("**Document #2**") and also distributed to certain officers and/or directors of Potential

[REDACTED]

B. Michael Verne
September 2, 2005
Page 2

Buyer. Potential Buyer subsequently sent the document to Seller's legal counsel, and two of Seller's officers were asked by counsel to review the document.

An additional document ("**Document #3**") with follow-up information to Document #2 was prepared by Potential Buyer's legal counsel and also distributed to certain officers and/or directors of Potential Buyer. Potential Buyer subsequently sent the document to Seller's legal counsel, and Seller's general counsel (who is an officer) reviewed the document at the request of Seller's counsel.

A subsequent document ("**Document #4**") incorporated, aggregated and updated Documents #2 and #3. Document #4 was prepared by Potential Buyer's legal counsel and also distributed to certain officers and/or directors of Potential Buyer. After a definitive merger agreement and a joint defense agreement were executed by the parties, yet another document ("**Document #5**") updated Document #4. Document #5 was prepared by Buyer's legal counsel and also distributed to certain officers and/or directors of Buyer. Buyer subsequently sent the document to Seller's legal counsel pursuant to the parties' joint defense agreement.

The purpose of each of these documents was to convince Seller that the transaction was reasonably capable of consummation. Although (1) each of the documents was distributed to and/or reviewed by officers or directors of Buyer or Seller, and (2) each of the documents contains "4(c) content" (i.e., discussion of the transaction with regard to markets, market shares, etc.), it is our position that they were not prepared for any officer or director for the purpose of evaluating or analyzing the acquisition. We therefore determined that the documents are not responsive to Item 4(c) of the HSR form, and you indicated that the forgoing facts are reasonable grounds on which to make that determination.

I hope this letter accurately summarizes the advice we discussed during our telephone conversation yesterday. If my summary of our conversation is incorrect in any way, please let me know as soon as possible. Thanks again for your time.

Very truly yours,

[REDACTED]

cc: [REDACTED]

AGREE
B. Michael Verne
9/2/05