

Verne, B. Michael

From: [REDACTED]
Sent: Friday, April 14, 2006 4:24 PM
To: Ovuka, Nancy M.; Verne, B. Michael
Subject: Item 6

Item 6

Hi Nancy and Mike,

Could one of you answer this on Monday morning? (Not sure who's on vacation or observing East Monday.)

I represent a seller. My UPE is selling its wholly owned, indirect subsidiary. This subsidiary is an LLC.

I am unclear what, if anything, to report for Item 6. The instructions for Item 6 state that, for asset deals, the seller of assets does not need to report Item 6 information. However, the instructions before Item 5 say that, for Items 5 - 8, in the case of an acquisition of non-corporate interests (as opposed to an acquisition of assets or voting securities), the response should be limited to the unincorporated entity being acquired.

So, for Item 6, is an LLC treated like an asset deal, in which case I would not need to report Item 6 information? Or, do I need to report Item 6 information here, and, if so, can it be limited to information about the LLC?

As always, thank you for your guidance.

[REDACTED]

[REDACTED]

ACQUISITION OF LLC INTERESTS IS NOT AN ASSET DEAL. LIMIT ITEM 6 TO THE LLC, ANYTHING IT CONTROLS.

*B. Michael
4/14/06*

[REDACTED]