

801.2

Verne, B. Michael

From: [REDACTED]
Sent: Thursday, December 14, 2006 3:51 PM
To: Verne, B. Michael
Subject: transaction structure

Mike,

If a transaction is structured one way on the day of filing such that the acquiring entity has a certain UPE, but the transaction is set up so that the UPE at the time the transaction closes will be different (and this UPE will remain the UPE going forward), which UPE should make the filing?

Thanks,
[REDACTED]

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For further information about [REDACTED] please see our website at [REDACTED] or refer to any [REDACTED] office.

THE PERSON WHO WILL BE
THE UPE AT CLOSING.
B. Michael
12/14/06