

Verne, B. Michael

807.10

From: [REDACTED]
Sent: Tuesday, January 30, 2007 11:10 AM
To: Verne, B. Michael
Cc: [REDACTED]
Subject: Filing question

Mike,

I hope this finds you well. I would like to ask you a question with respect to a transaction in which there is a future payment.

The answer to this question will not impact the fact of filing -- the parties agree that the transaction is reportable regardless. Nor will it affect the filing fee -- the transaction value is worlds away from the next threshold.

The transaction involves the acquisition of 100% of voting securities of Company A from its shareholders ("sellers"). Company B ("buyer") will pay seller an amount at closing (subject to certain adjustments) of approximately \$120 million. In addition, the parties contemplate a payment to be made by buyers to sellers three years after closing. This payment will be determined by a calculation based on revenues generated by the acquired entity and is, at this point, undetermined. The parties believe, however, that the payment will be approximately \$15 - 20 million, bringing total consideration to approximately \$140 million.

Our question to you is this: does this good faith approximation suffice in terms of describing this transaction and for filing purposes given that the additional payment will not affect the fact of filing or the filing fee, or trigger an additional filing?

Many thanks, Mike.



YES - THAT'S FINE
Buehler
1/30/07

[REDACTED] mail server made the following annotations on 01/30/07, 10:07:43:

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