

ITEM 3(d)

Verne, B. Michael

From: [REDACTED]
Sent: Wednesday, October 03, 2007 4:39 PM
To: Verne, B. Michael
Subject: FW: 3(d) Question

Hi, Mike,

We represent Company A which has entered into a letter agreement to acquire Company B and are seeking confirmation that such letter will suffice for our 3(d).

The letter of intent:

1. Refers generally to a proposed acquisition transaction whereby Company A will acquire Company B;
2. Contains an exclusivity period during which Company B will not entertain any other transactions or bidders;
3. References the intent of the parties to negotiate a definitive acquisition agreement for the proposed acquisition;
4. Is signed by both parties;
5. Notes that neither party has the obligation to proceed with a transaction until a definitive agreement is signed by both parties.

The letter does not, however, make reference to a purchase price, but as noted above, it does reference the intent of the parties to negotiate a definitive agreement. I think the parties may file on the basis of this agreement. Please let me know if you agree.

Thanks,
[REDACTED]

AGREE
BM
10/4/07

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