

§01.2(a)

[REDACTED]

November 20, 2007

[REDACTED]

Mr. Malcolm L. Catt
Premerger Notification Office
Bureau of Competition
Federal Trade Commission
Room 303
600 Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Re: Confirmation of Telephone Inquiry

Dear Mr. Catt:

I am writing to confirm our telephone conversation of November 19, 2007.

As we discussed, Company A is acquiring all of the outstanding shares of Company B. The value of this acquisition is approximately \$197 million. The consideration for this transaction is \$20 million in cash and approximately 21,700,000 shares of Company A stock. There are also certain warrants and an assumption of debt (approximately \$60,000,000) that are included in the consideration. As a result of this acquisition, the Parent of Company B will be the majority shareholder of Company A. There is one agreement that governs this transaction.

Per our conversation, you confirmed that this transaction consists of one acquisition with one filing fee. The Parent of Company B is the acquiring company and Company A is the acquired company. The value of the transaction is the value of the Company A stock acquired by the Parent of Company B. You indicated this is the result because, at the end of the day, the Parent of Company B is the only UPE that holds voting securities that it did not hold prior to the transaction, and is therefore the only acquiring person under §801.2(a).

If my understanding is in any way inaccurate, I would be most appreciative if you would please contact me at your earliest convenience at the contact information noted above.

Thank you very much for your attention to this matter.

Sincerely,

[REDACTED]

cc [REDACTED]

[REDACTED]

[REDACTED]

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Agree
MC