

803.5

Verne, B. Michael

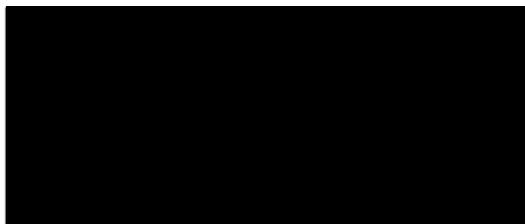
From: [REDACTED]
Sent: Thursday, June 26, 2008 5:23 PM
To: Verne, B. Michael
Subject: FW: HSR letter
Attachments: HSR_letter_DOC.pdf

Hello Mike:

This is a follow-up to our call the other day concerning the contents of a notice letter in a situation in which the manner in which the acquiring person will acquire the shares--in an 801.30 context--is undetermined but the acquiring person intends to file for the 50% notification threshold.

Please let me know if you agree that the attached letter satisfies the requirements of Rule 803.5. In this case, the recipient of the letter is the ultimate parent entity and a filing clearly is required.

Thank you.



*This is ok
BM
6/27/08*

This e-mail is sent by a law firm and contains information that may be privileged and confidential. If you are not the intended recipient, please delete the e-mail and notify us immediately.

July __, 2008

Via Facsimile

[ADDRESS]

Attention: [ADDRESSEE]

Re: Hart-Scott-Rodino Filing

Dear XXXXX:

This letter constitutes the requisite notice pursuant to 16 C.F.R. §803.5(a) that ___ intends to acquire 100% of the Common Stock of ___. Depending upon a number of factors, whose outcomes are not yet known, ___ may do so through multiple means, including initial open market purchases whose value will exceed \$63.1 million.

The acquisition of ___ shares by ___ is subject to the Hart-Scott-Rodino Antitrust Improvements Act of 1976, 15 U.S.C. §18a (the "Act"), and the Premerger Notification Rules promulgated thereunder. Consistent with ___ acquisition intent, ___, through its ultimate parent (___), intends to file the required notification under the Act with each of the Federal Trade Commission and the Assistant Attorney General of the Antitrust Division of the United States Department of Justice on or about July __, 2008 and to designate the highest acquisition threshold (50%) in that filing. This notice, therefore, also advises ___ that it is required to file notification under the Act with the Federal Trade Commission and with the Assistant Attorney General of the Antitrust Division of the United States Department of Justice.

Sincerely,