

802.63

Verne, B. Michael

From: [Redacted]
Sent: Friday, December 05, 2008 4:11 PM
To: Verne, B. Michael
Subject: 802.63 Call

Dear Mike,

I wanted to confirm your conclusion from our telephone call on Tuesday, December 2, 2008, that no HSR filing or adherence to the waiting period will be necessary in connection with the transaction described in the bullet-points below because such transaction is exempt under Rule 802.63 of the HSR Act.

Here are the facts I set forth in our telephone conference:

- All size of the parties and size of the transaction thresholds are clearly exceeded.
- Company Z (with an individual as its ultimate parent entity) has an outstanding loan to Company N.
- Company N recently had financial issues and defaulted under the loan.
- Company Z formed a subsidiary (with other parties), Company A.
- On November 19, 2008, Company A entered into an asset purchase agreement with Company N whereby Company A would acquire all of Company N's assets in exchange for its assumption of the loan Company N owes to Company Z.
- On November 20, 2008, Company N filed for bankruptcy.

If you agree, please confirm by replying to this e-mail.

Thank you very much.

AGREE.
BN
12/8/08

[Redacted]
[Redacted]

[Redacted] [Redacted]

IRS Circular 230 Disclaimer: This e-mail and any attachments are not intended for use and cannot be used: (i) to avoid any penalties under the Internal Revenue Code or (ii) to promote, market or recommend to another party the tax consequences of any matter addressed therein. Please contact us if you desire an opinion on such matters.

Web Site | V-card

Further, this communication may be privileged or contain confidential information. If it has been sent to you in error, please do not read it, reply to the sender that you received it in error, and delete it. Any distribution or other reproduction is strictly prohibited.