October 26, 2010

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it currently holds to

Mr. B. Michael Verne Premerger Notification Office Bureau of Competition Federal Trade Commission 600 Pennsylvania Avenue, N.W. Washington, D.C. 20580

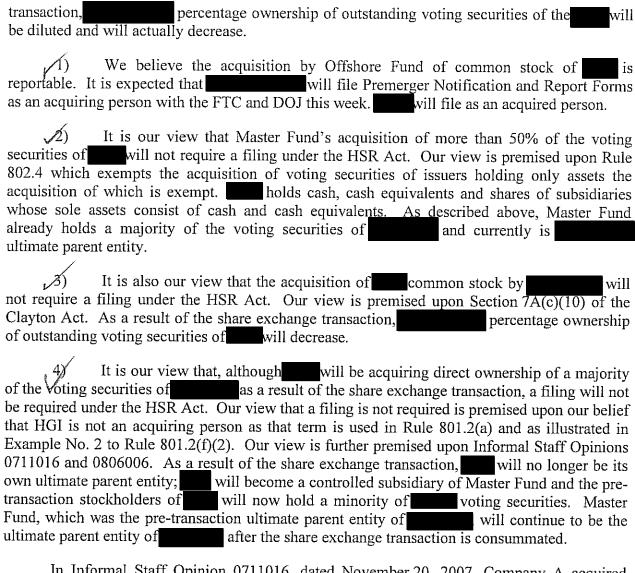
> Re: Application of Rule 801.2(a)

Dear Mr. Verne:

We are counsel to , a Delaware corporation whose common stock is listed on the NYSE. We are submitting this letter in order to see if you agree with our views as expressed in the numbered paragraphs below. entities are parties to a Contribution and Exchange Agreement, dated as of September 10, 2010 (the "Agreement"). The Agreement contemplates the concurrent share exchange transactions (together, the "share exchange transaction") described below. In each instance, please assume all requisite HSR size of the parties and size of the transaction thresholds are satisfied. Pursuant to the Agreement, will (i) issue shares of common stock representing Capital Partners Master Fund I, Ltd. ("Master Fund") a controlling interest in and (ii) receive from Master Fund shares of common stock of a subsidiary of Master Fund known as . Master Fund currently owns more than 50% of the common stock of and more than 20% of the common stock of only assets consist of cash and cash equivalents and shares of Currently, subsidiaries whose sole assets consist of cash and cash equivalents. Currently, each of Master Fund is its own ultimate parent entity; as a result of the share exchange transaction, will become a controlled subsidiary of Master Fund. ultimate parent entity is Master Fund and, after giving effect to the share exchange transaction, Master Fund will continue to be the ultimate parent entity of will, in the share exchange transaction, (i) contribute shares of common stock of currently holds to HGI and (ii) receive shares of common stock of own ultimate parent entity. will also, in the share exchange transaction, (i) contribute shares of common stock of

(ii) receive shares of common stock of However, as a result of the share exchange

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In Informal Staff Opinion 0711016, dated November 20, 2007, Company A acquired voting securities of Company B. Company A issued as consideration for the voting shares of Company B cash and voting securities of Company A. As a result of the transaction, the parent of Company B became the majority shareholder of Company A and its ultimate parent entity. The Staff of the Premerger Notification Office ("PNO") agreed with the position that there was only one reportable transaction, with the parent of Company B as the acquiring person and Company A as the acquired person. The letter stated that "... 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 [Rule] 801.2(a)."

In Informal Staff Opinion 0806006, dated June 6, 2008, Company A was the ultimate parent entity of five LLCs. Company A and three of the LLCs entered into a series of agreements with Company B pursuant to which Company A and three of its LLCs would

contribute cash to Company B in exchange for common stock of Company B. Company B was its own ultimate parent entity. The three LLCs were merged into subsidiary LLCs of Company B. In exchange, Company B issued a majority of its common stock to the owners of the three LLCs; Company A was the majority owner of those three LLCs. On a post-transaction basis, Company A became the ultimate parent entity of Company B. The Staff of the PNO agreed with the position that the acquisition of the LLCs by Company B was not a reportable event as Company B was not an acquiring person.

In Example 2 to Rule 801.2(f)(2), LLC X is its own ultimate parent entity. Company A contributes a manufacturing plant valued in excess of \$200 million (as adjusted) to LLC X which issues new interests to Company A, resulting in Company A having a 50% interest in LLC X. The example states that Company A is acquiring non-corporate interests which confer control of LLC X and therefore Company A will file as an acquiring person. The example also states that, because Company A held the plant prior to the transaction and continues to hold it through its acquisition of control of LLC X after the transaction is completed, no acquisition of the plant has occurred and LLC X is therefore not an acquiring person.

The facts in the instant transaction are analogous to the facts in the two cited informal staff opinions and Example 2 to Rule 801.2(f)(2) and provide support for our view that HGI is not an acquiring person of Spectrum's voting securities. Master Fund is the only ultimate parent entity that will hold securities of an entity (that entity being it did not own prior to the transaction. Master Fund holds a majority of the voting securities of voting securities after the share exchange transaction and will continue to hold a majority of voting securities after the share exchange transaction is consummated. The only effect of the share exchange transaction is to interpose as a holding company for Master Fund's controlling interest in the Spectrum common stock. As a result of this share exchange transaction, Master Fund will become the ultimate parent entity of In the words of Example 2:

"because [Master Fund] held the common stock] prior to the transaction and continues to hold it through its acquisition of control of after the transaction is completed, no acquisition of the common stock] has occurred and is therefore not an acquiring person."

Based upon our description of the facts and circumstances as described above, do you agree with our view that HGI is not an acquiring person of voting securities of the secur

I would like to point out in the interest of full disclosure that your office received an email from counsel to Master Fund, which asked, among other things, if you thought the acquisition of voting securities by was exempted from the HSR Act's filing requirements by Rule 802.30 (the "Intra Person exemption"). See Informal Staff Opinion 1006011. You stated that the Intra Person exemption was not available. We agree that the Intra Person exemption would not be available. However, we believe, in the alternative, that is not an acquiring person of voting securities for the reasons stated above.

After you have had the opportunity to review our email please contact me with any questions you may have.

On behalf of our client we thank you for your time and assistance.

Sincerely,

cc:

- 2) Agree exempt under § 802.4
- 3) Agree exempt under 7A(c)(10)
 4) Agree is not an acquiring person of voting securities of