

Verne, B. Michael

---

802.4  
802.3

**From:** [REDACTED]  
**Sent:** Friday, July 27, 2012 3:13 PM  
**To:** Verne, B. Michael  
**Cc:** [REDACTED]  
**Subject:** Scheduling a Call

Mike,

I spoke with you on Wednesday regarding the possible sale of a 15% undivided interest in an electric generation plant project presently under construction by my client. The generation plant will still require significant construction efforts after the closing of the proposed acquisition. In addition to the purchaser acquiring a 15% undivided interest in the generation plant itself as it stands at the time of the proposed closing, the purchaser likewise would acquire a 15% undivided interest in mineral lease interests as well as exploration and production equipment associated with a lignite mine that is on the site of the generation plant facility and will be the source of fuel for the proposed plant. It is my understanding that the 15% interest in the mineral leases and associated assets will be well below \$200 million.

As we discussed, I think it would be beneficial for the potential purchaser's counsel to join us on a call to discuss the possible application of the **unproductive real property exemption** and the exemption related to the **acquisition of carbon-based mineral reserves and associated exploration and production assets**, the combination of which I believe will result in the proposed transaction being non-reportable.

You had indicated that you would have some time available for a brief call on Monday, July 30<sup>th</sup>. Would you be available for a call at either of the below times (Eastern):

Monday 10:00 a.m. or  
Monday 1:30 p.m.

Please let us know if one of these times will work with your schedule.

Many thanks,  
[REDACTED]

AGREE  
BM  
7/30/12