

7A (C)(10)

[REDACTED]

MEMORANDUM

[REDACTED]
April 17, 2000

To: Mike Verne
Federal Trade Commission

Following up on our phone conversation of today, the following is a description of the proposed transaction. Attached is a schematic of the structure, before and after the proposed merger.

A Corp. will merge into Acquisition Corp. with Acquisition Corp. as the

[REDACTED]

[REDACTED]

aggregate total amount of voting securities of B Corp. in excess of \$15 million. While

(b)(7)(C) and any other exemptions available to the participants which result from the exempt nature of the merger itself.

I will await your call to answer any factual questions you might have, as well as to set a time when we can visit with you by phone along with our co-counsel,

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

