

7A(c)(10)

TELEPHONE TELECOPIER [redacted]

June 6, 2000

Memorandum to Mr. Verne

Via Telecopier

(c)(10) Exemption

this morning concerning the number of Notifications that must be submitted, and the persons obligated to submit them, under the Hart-Scott-Rodino Antitrust Improvements Act (the "Act")

*Formation of Acquisition Vehicle.* A corporation ("Acquisition") will be formed by several investors, one of whom ("Parent") will hold over 50% of the outstanding voting securities of Acquisition. For the purpose of the analysis, assuming that every person will meet the size-of-person and size-of-transaction tests under the Act concerning its investment in

would be subject to the notification and disclosure requirements of the Act.

*Merger (and Recapitalization).* It is intended that Acquisition merge (the

"Merger") with and into a corporation ("Target") and that the Merger be recorded as a

Acquisition shall be converted into Target stock (the "Surviving Corporation") under its current name. At the effective time of the Merger, each share of capital stock of Acquisition shall be converted into a share of capital stock of the Surviving Corporation ("Surviving Corporation Common Stock"). Each share of the capital stock of Target that is outstanding immediately prior to the effective time of the Merger shall be converted into: (i) cash

stockholders of Target at the effective time of the Merger will equal approximately 7% of the outstanding voting securities of the Surviving Corporation.

At the effective time of the Merger, Parent will continue to hold over 60% of the voting securities of the Surviving Corporation, although Parent will hold a smaller percentage of

During our telephone conversation, you concluded (i) that Parent has a reporting

would appreciate your calling me as soon as you are able to do so (at [redacted])

Thank you for the prompt attention that you have given this matter.

AGREE - ONLY ONE FILING IS REQUIRED.

Bruchal [Signature]