



consideration differing from that offered to the unaffiliated security holders do not provide the unaffiliated security holders with the equal treatment contemplated by the exception.”

Please contact Paul Fischer, Attorney-Advisor, at (202) 551-3415 or me at (202) 551-3257 with any questions.

Sincerely,

Celeste M. Murphy
Legal Branch Chief

cc: Renee L. Wilm, Esq.
via facsimile, 212-259-2503