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June 5, 2008

CONFIDENTIAL TREATMENT REQUESTED

Nancy M. Morris, Secretary
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549-1090

WRITER'S DIRECT DIAL
(202) 383-5107
WRITER'S E-MAIL ADDRESS
rtoton@omm.com

Re: Notice of Representation Pursuant to Rule 8(b); 17 C.F.R. 200.735-8(b)

Dear Ms. Morris:

This statement is filed in compliance with the Commission's notice of representation requirement and follows the May 21, 2008 clearance via electronic mail of this matter by (b)(6) (see attached copy of email correspondence with the SEC Ethics Office). If you have any additional questions, I may be reached at 202.383.5107.

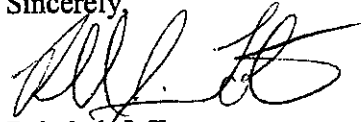
I was formerly an Attorney-Adviser in the Division of Corporation Finance and resigned effective October 13, 2007, to accept employment with the law firm of O'Melveny & Myers LLP. This is to advise you that I have been retained to represent (b)(4) in a proxy contest relating to the election of directors at its 2008 Annual Meeting of Stockholders. In the course of my representation of (b)(4), it is contemplated that I will appear before, or communicate with, the Commission or the staff of various offices of the Commission by telephone, correspondence, or otherwise.

While an employee of the Commission, to the best of my recollection, I did not work on any matters involving any participant in the proxy contest other than as described below. I worked on several no-action letters relating to shareholder proposals submitted to (b)(4) while at the SEC. Specifically, I reviewed a shareholder proposal regarding expensing stock options submitted by the (b)(4) in February 2005 and believe that I signed several letters to (b)(4) in late 2006/early 2007 regarding two other shareholder proposals (although this was on behalf of another member of the 14a-8 Task Force, (b)(6) (b)(6), who had actually reviewed the proposals). To the best of my knowledge, I did not work on any proxy contests or other matters involving (b)(4) or any of the other participants in the proxy contest and I did not work on any shareholder proposals submitted to any company by any of the insurgent participants while at the SEC.

Since my participation in this matter may continue for an indefinite period involving more than one communication with, or appearance before, the Commission or its staff, this statement is intended to cover all my appearances and communications that relate directly to (b)(4) proxy contest for the 2008 Annual Meeting.

In addition, I request confidential treatment for this letter because it refers to an ongoing nonpublic review.¹

Sincerely,



Rebekah J. Toton
for O'Melveny & Myers LLP
* Admitted in Texas only

cc: (b)(6) (b)(6)

¹

See Rule 8-4c, 17 C.F.R. 200.735-8(d)(3).