

Small # of cases that B+W is in but not us

Friday 10/24

* 1 LSC stayed pending resolution of Price/miles

- don't need
prevent Miller
from making
appeal +
ct. -
concerned
w/ decision
ability +
pay

826 - 876 EBITDA

725
158
876

Savings 350-375 this yr vs. 300 in Sept.

Dell still has existing collateral ' expects to get add'l collateral

Indemnity to B+W which continues to exist as BAT sub
w/ more cases - very small #

vast majority both of us as co-defend.
defense will be assumed by us
no Δ strategy

2003 - 4 co. B+W has that we don't that are currently
set for trial

where we are co-def - claim is for joint + several liab
 \therefore no vicarious risk

Nothing returned about es. we are currently not involved in

Agmts signed today
Breakup fee \$130 m

Agreements not to compete w/ BAT for 5 yrs.

5-4 to be filed by end of this yr

Proforma 2 bn assets B+W incl 900 m. trademarks
all brands will be rental.

We do assume their pension + postret. liab.
no debt

MSA liab = cash

* ~~Get from~~ Richard cross
Two ~~from~~ - plan to change sales force after deal
closes. Change put on hold

We intend to proceed w/ workforce reduction
timing may shift.

Reduction in workforce still on track

* 2004 savings \$ to change b/c of sales

Do you still think you can achieve \$1 bn by y/e 05
yes - timing may change but we still expect to get savings
may be some individual adjustments

Agg. FV of PM 2.4 VS. book 1.6

* confirm w/ Dana about whether we need official transcript
Where will you incorporate? Lawyers working there it

* ^{FINAL SCRIPT} hand off to Jere + Randi Ziesnick
RCLESNICK

Dana - use in-house transcriber

Jere
212-326-3981

Email transcript to Jere
needs right legend on it

Maura - press release to Jere