

From: McGee III, Hugh E [hmcgee@lehman.com].

Sent: 9/4/2008 11:03 AM.

To: Weiss, Jeffrey L [jweiss@lehman.com].

Cc: .

Bcc: .

Subject: Fw: Draft Investment + Option Term Sheet.

----- Original Message -----

From: Sullivan, Tim [IBD]

To: Kelly, Martin

Cc: McGee III, Hugh E; Shafir, Mark G; Weiss, Jeffrey L; Whitman, Brad; Wieseneck, Larry

Sent: Wed Sep 03 12:52:20 2008

Subject: Draft Investment + Option Term Sheet

Attached (and below) for your review please find a draft term sheet that Skip put together for an investment (potentially by Indigo or KKR) into CleanCo with an option (based upon certain event triggers or the passage of two years post-spin) for the investor's common shares in Green to be exchangeable for a stake in IMD. Please let us know any comments, questions or changes at your convenience, particularly with respect to how you think this structure would be treated from an equity credit perspective.

Thanks,

Tim

\$4.5Bn CleanCo Common Investment at Pro Forma BVPS with Option Agreement

· Buyer can exchange [] shares of Green for []% of IMD:

· If during first 2 years post-spin ("Event Trigger"):

· Green below \$8.00 BVPS, OR

1 Green has greater than \$3.0Bn loss in any quarter, OR

2 Green credit rating is below [A]

OR

· At date 2 years from date of spin (60-day option) ("Timing Trigger")

* Buyer locked-up for 2 years (Green can waive lock-up)

* Not trans <<Option Terms_v2.doc>> ferable without consent of Green

<<Option Terms_v2.doc>>

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