

**From:** [Gillis, Diana L.](#)  
**To:** [REDACTED] [Walsh, Kathryn E.](#)  
**Cc:** [REDACTED]  
**Subject:** RE: 802.70 exemption  
**Date:** Thursday, July 21, 2016 12:18:00 PM  
**Attachments:** [REDACTED]

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[REDACTED],

No, 802.70 does not cover any assets outside the FTC order.

-Diana

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**From:** [REDACTED]  
**Sent:** Thursday, July 21, 2016 9:14 AM  
**To:** Gillis, Diana L.; Walsh, Kathryn E.  
**Cc:** [REDACTED]  
**Subject:** 802.70 exemption

Kate / Diana,

Assuming that divestitures are required as a result of U.S. agency review of a particular deal, we understand that acquisitions pursuant to such FTC order would be exempt under 802.70. If the deal also is under antitrust review outside the U.S., and another jurisdiction requires divestitures that include U.S. assets that are not subject to the FTC divestiture order, would the acquisition of those additional U.S. assets be exempt if the HSR threshold tests otherwise are met?

Thanks for your assistance.

Best,

[REDACTED]