

801.10

From: [REDACTED]
To: [REDACTED]
Date: 12/17/01 11:05AM
Subject: 801.10(c)(2)

Am I correctly stating the position of the Premerger Notification Office that, where an acquisition price for specific assets or voting securities is not explicitly stated in an agreement, the parties are free to agree upon an acquisition price for that transaction or portion of the transaction? And if the parties can't or won't agree on an acquisition price, then the buyer has the responsibility to make a good faith estimate of the acquisition price, if it can? And only if the buyer can't make a good faith estimate, then the acquisition price is not "determined" for purposes of the rules?

[REDACTED]

YES -

B. Michael Verne
12/17/01

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