

From: [REDACTED]
To: FTC.SERIOUS("rjones@ftc.gov")
Date: 5/9/02 4:19PM
Subject: Filing procedure question

802.4
801.2

Mr. Jones: Per my voice mail, my contact information is listed below. I would appreciate the chance to informally review the filing procedure question I noted, either with you or a member of your staff. Here is a brief summary: A is acquiring B and an HSR filing will be made on the acquisition. However some of the ownership interests in B are being acquired directly, while others are to be acquired indirectly via the acquisition of substantially all of the ownership interests in C (which in turn holds a portion of the aggregate ownership interests in B being acquired, but holds substantially no other assets. The question is, does A make (i) a single omnibus filing for the acquisition of B or (ii) must A fragment the filing and file once for the ownership interests in B being acquired directly and file separately for the acquisition of substantially all of the ownership interests in C? Based on our preliminary review, we view alternative (i) as the appropriate filing procedure. Regards,

[REDACTED]

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ADVISED THAT THE APPROPRIATE FILING
WOULD BE A SINGLE FILING FOR A
ACQUIRING 100% OF B.

Bruce [Signature]
5/10/02