

From: [REDACTED]

Sent: Wednesday, March 22, 2006 8:32 PM

To: Verne, B. Michael

Subject: Plant under Construction

802.2

Mike,

If a plant that is under construction by one corporation is being acquired by another corporation for an amount in excess of \$56.7 million, is a HSR required?

The plant was being constructed for use by the seller. I believe it is excluded from the exemption in 802.2(c) by (i).

However, the plant does not generate revenues. It seems like an unnecessary filing.

Thanks for your help.

[REDACTED]

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**Verne, B. Michael**

To: [REDACTED]

Subject:

RE: Plant under Construction

If it still requires considerable work before it can begin operations, it can be exempted as unproductive real property. See 61 FR @ 13674 (March 28, 1996). The SBP for new facilities stated the following:

"However, if the facility requires a substantial amount of additional construction or outfitting, it may not be classified as a new facility but may qualify as unproductive real property as defined in new Sec. 802.2(c)."

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

*B. Michael*  
3/23/06