

801.13  
Form

**Verne, B. Michael**

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**From:** [REDACTED]  
**Sent:** Tuesday, April 24, 2007 2:34 PM  
**To:** Verne, B. Michael  
**Subject:** Asset transaction acquisition price Rules 801.13 - 801.15

Mike,

Here we have an asset transaction. Buyer may hold a minority position in the target, the holding did not require an HSR filing. Would the buyer's holding of the voting securities be aggregated with the assets to be purchased and reflected in items 2-3 and 5-7? If reported in items 5-7 would all of the targets revenues, entities be included?

Many thanks as always.

[REDACTED]

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[REDACTED]

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Yes Buyer would aggregate the value of the voting securities with the assets to be acquired. This would be reflected in Items 2 and 3, but not in Items 5 and 7 because it is not a controlling interest in Target.

BW  
9/24/07

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