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Verne, B. Michael

From: [REDACTED]  
Sent: Tuesday, May 22, 2007 4:02 PM  
To: Verne, B. Michael  
Subject: Sanity Check: HSR Reportability

Mike:

Hope all is well with you. I was hoping to get a brief sanity check on the reportability of two transactions. Assume in each case that the size-of-person and size-of-transaction tests are met:

1. Bank A will sell to Buyer a portfolio of credit card accounts. Following the sale, Bank A will continue to issue credit cards, although it will be a very, very small business going forward. My understanding is that this sale would not be subject to the HSR reporting requirements because Bank A will still be in the business of issuing credit cards.
2. Company X will sell to Buyer its portfolio of credit card receivables. Following such sale, Company X will no longer be in the business of owning and/or holding credit card receivables. My understanding is that this sale would be subject to the HSR reporting requirements because this sale would not be viewed to be a sale in the ordinary course of business because Company X is getting out of the business.
3. As an aside, Bank A and Company X are unrelated entities.

We appreciate your assistance as always.

Best,

[REDACTED]

AGREE WITH BOTH  
BM  
5/23/07

[REDACTED]

[REDACTED] mail server made the following annotations on 05/22/07, 15:00:43:

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