

**Verne, B. Michael**

802.4

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**From:** [REDACTED]  
**Sent:** Thursday, October 30, 2008 10:11 AM  
**To:** Verne, B. Michael  
**Subject:** Intra-person inquiry

Yet another inquiry.

If foreign person A plans to buy foreign Corp B and B's main holding is a US subsidiary C which is owned 50/50 by A and B, in determining B's assets in the US or sales in or into the US must one include C or can one carve that out as it is currently held by A for HSR Act purposes?

Or is that a moot point because even if 802.51 is not available one would revert to 802.4 and conclude that these assets are exempt under 802.30 and the sole issue would be whether B had other non-exempt assets valued in excess of \$63.1 million?

Thanks as always.

[REDACTED]

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The assets of C, if acquired directly by A would be exempt under 802.30(a), so if the assets that B holds, other than the assets in C, are not valued in excess of \$63.1 MM the acquisition of B would be exempt under 802.4.

BM  
10/30/08