

6(c)(ii)

**Verne, B. Michael**

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**From:** Verne, B. Michael  
**Sent:** Monday, August 29, 2011 12:40 PM  
**To:** [REDACTED]  
**Subject:** RE: Item 6(c)(ii)

You would still report associate's 10% holding of Sub A in Item 6(c)(ii)

**From:** [REDACTED]  
**Sent:** Thursday, August 25, 2011 6:30 PM  
**To:** Verne, B. Michael; Walsh, Kathryn  
**Subject:** Item 6(c)(ii)

Hi guys,

This may seem like a silly question but I want to be sure we are correct.

1. Acquiring Person holds 60% of Sub A and Sub A competes with the target.
2. Associate of Acquiring Person holds 10% of Sub A.
3. I assume we do not list Associate's minority interest in Sub A in the response to item 6(c)(ii) because Sub A is controlled (a subsidiary) of the Acquiring Person.

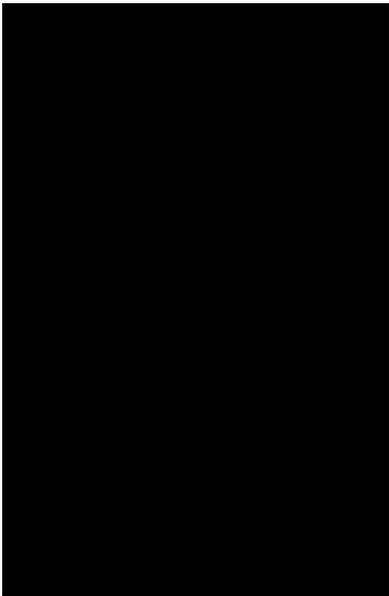
Is that right?

Thanks

**Item 6(c)(ii)**

**(Acquiring person only)** For each associate (see §801.1(d)(2)) of the person filing notification holding five percent or more but less than fifty percent of the voting securities or non-corporate interests of the acquired entity(s) or five percent or more but less than fifty percent of the voting securities of any issuer or non-corporate interests of any unincorporated entity that derived dollar revenues in the most recent year from operations in industries within any 6-digit NAICS industry code in which the acquired entity(s) or assets also derived dollar revenues in the most recent year, list, based on the knowledge or belief of the acquiring person, the associate, the issuer or unincorporated entity and percentage held. If NAICS

codes are unavailable, holdings in entities that have operations in the same industry, based on the knowledge or belief of the acquiring person, should be listed. In responding to Item 6(c)(ii), it is permissible for the acquiring person to list all entities in which its associate(s) holds five percent or more but less than fifty percent of the voting securities of any issuer or non-corporate interests of any unincorporated entity. Holdings of issuers or unincorporated entities with total assets of less than \$10 million may be omitted.



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For more information please go to [redacted]  
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