

ITEM 6(b)

Verne, B. Michael

From: [REDACTED]
Sent: Thursday, November 03, 2011 4:13 PM
To: Verne, B. Michael
Subject: Item 6(b)

Mike –

I'm work on an HSR for an acquired person. Two entities hold at least 5% of the shares of the acquired entity. One holds 49% directly and the other holds 9% directly. However, the one that holds a direct 49% interest controls the one that holds 9%. I realize that the 49% holder is the UPE since it "holds" 58%, but my question is, in Item 6(b), do I list both the 49% holder and the 9% holder? If yes, do I show the 49% holder at 58% and footnote it to clarify the double counting? Or do I only show the UPE, and show it at 58%, since "hold" means directly or indirectly.

Thanks.

[REDACTED]

[REDACTED]

[REDACTED]

ONLY SHOW THE UPE
WITH 58%
BM
11/7/11

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