

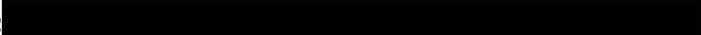


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**From:** Verne, B. Michael [<mailto:MVERNE@ftc.gov>]  
**Sent:** Thursday, June 17, 2010 8:48 AM  
**To:**   
**Subject:** RE: Request for informal interpretation

I don't think 7A(c)(4) is going to work because this is a consolidation, and A and B are deemed to be acquiring each other for HSR purposes. So no transfer to or from the state agency. 802.30(a) isn't going to work either because the state agency is not an entity, therefore it cannot be the ultimate parent entity of either A or B. So the state agency can't be either the acquiring or acquired person.

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**From:**   
**Sent:** Wednesday, June 16, 2010 4:32 PM  
**To:** Verne, B. Michael  
**Subject:** Request for informal interpretation

Mike: I need to invoke your assistance in connection with the following question:

Fund A, a limited partnership that is majority controlled by a state agency, has previously completed an exempt acquisition of a majority ownership in a corporation that is engaged in commerce.

Fund B, another limited partnership that is majority controlled by the same state agency, has previously completed an exempt acquisition of a majority ownership in another corporation that is also engaged in commerce.

Thus, both funds, and both corporations respectively controlled by the funds, are indirectly controlled by the state agency.

Fund A and Fund B now wish to combine the corporations which they separately control. The state agency will retain (indirectly) majority ownership of the resulting combined entity. Can the funds rely upon either 7A(c)(4) and 801.1(a)(2), or the intraperson exemption in 802.30(a), as a basis for not filing HSR Act notification for such combination?

Let me know if you need additional facts. As always, thanks for your help.

