

**Verne, B. Michael**

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**From:** [REDACTED]  
**Sent:** Wednesday, March 14, 2012 3:20 PM  
**To:** Verne, B. Michael  
**Subject:** PRIOR REQUEST

MIKE, the spin off of Company B in my prior email was not pro rata; I do not think this matters as the spun off divisions were part of Company A at the time of the original filing and as noted, the same antitrust review occurred; opinion 242 (example 3) does not require pro rata spin off, only that the spun off Company was, in effect, part of the original filing acquiring person, thanks Victor

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