

801.1(a)(2)

Verne, B. Michael

From: [REDACTED]
Sent: Monday, April 23, 2012 9:35 AM
To: Verne, B. Michael
Subject: Interpretation 0403009

Mike, hope all is well with you. I just wanted to confirm that interpretation 0403009 continues to express the views of the PNO, such that my client, a federally recognized Indian tribe, may, through a wholly owned limited liability company, acquire an energy-related company without the requirement to make an HSR filig.

Thank you for your assistance.



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Thank You.

No – that changed with the 2011 Form change rulemaking. An LLC engaged in commerce is treated the same as a corporation engaged in commerce, so any acquisition made through the LLC is reportable, with the LLC as the acquiring UPE. If the acquisition was being made directly by the tribe, it would not be reportable.

See 801.1(a)(2) -

<http://www.gpo.gov/fdsys/pkg/FR-2011-07-19/pdf/2011-17822.pdf>

BW
4/23/12