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Verne, B. Michael

From: [REDACTED]
Sent: Tuesday, July 10, 2012 4:26 PM
To: Verne, B. Michael
Cc: Walsh, Kathryn
Subject: HSR Question - HSR Filing Fee

Mike,

I just want to confirm that where an acquiring person C is acquiring various entities (corps and LLCs) from two different acquired persons, A and B, that there should be two HSR notifications, one for C acquiring entities controlled by A, and another for C acquiring entities controlled by B. [No entities are being acquired by C in which both A and B are a UPE (i.e., there are no 50%-50% entities).]

The fact that the two acquisitions are included in the same purchase agreement, and that A may have minority interests in some entities controlled by B that are being sold to C, does not affect this analysis, correct? [Assume also that B also has a minority interest in some entities being acquired by C from A.]

The filing fee for each HSR notification to be paid by C is based on the determined purchase price of the entities being acquired from the respective acquired persons (A and B). Correct? So if the purchase price of the entities whose UPE is A is \$100 million, and the purchase price of the entities whose UPE is B is \$110 million, a \$45,000 filing fee is required for each notification, correct?

Thanks,

[REDACTED]

NO AGGREGATION -
CORRECT ON ALL THREE POINTS -
BM
7/11/12

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