

ITEM 6(a)

Verne, B. Michael

From: [REDACTED]
Sent: Thursday, July 10, 2014 3:36 PM
To: Walsh, Kathryn E.; Verne, B. Michael; Berg, Karen E.
Subject: Item 6(a)

I have a quick question that I'm hoping you guys can help me answer. The instructions for Item 6(a) of the HSR form state that foreign entities included within the filing person should be listed only if they (1) have sales into the U.S., and (2) have total assets of \$10m or more. Are intracompany sales by ex-US subs to US subs considered "sales into the U.S." for this purpose? To the extent that it may be relevant, the sales we're talking about here are non-manufacturing sales.

Thanks.

[REDACTED]

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To be consistent with Item 5 and keep the universe of foreign entities the same for Item 6(a), we say that foreign entities are only listed in 6(a) if they have intracompany (or direct to customer) manufacturing sales into the US

Bew
7/10/14

KW & KB CONCUR