

802.41  
801.2(d)

From: [REDACTED]  
To: "mverne@ftc.gov" <mverne@ftc.gov>  
Date: Wed, Oct 11, 2000 9:22 AM  
Subject: FW: HSR interpretation

Thanks for your response. As a follow-up, it appears that shareholders of both A and B will have a filing obligation as they will acquire in excess of \$15 million of C's voting securities, and will not be able to take advantage

since it is not yet in existence? Thanks.

*EITHER A OR B SHOULD FILE*

Original Message

> Sent: Monday, October 09, 2000 11:23 AM  
> To: 'mverne@ftc.gov'  
> Cc: [REDACTED]  
> Subject: HSR interpretation  
>  
>  
> Hi Mike - I would appreciate your guidance on the following fact matters:

*BOTH COMPANIES. TWO CERTIFICATIONS ARE REQUIRED.*

*Brendel Ven*

- > merged with and into B and shareholders of A and B will be given shares of
- > C - the consolidated entity. Neither A nor B are \$100 million persons, but
- > C will have in excess of \$100 after the consolidation.
- >
- > Issue: I believe there would be no filing obligation for the
- > consolidation as there is no \$100 person. Assuming however, that
- > shareholders of A and B are \$10 million persons, and the investment only
- > exemption is not available, would shareholders of A and or B have a filing
- > obligation in their acquisition of shares of C?
- >
- > Thanks.

[REDACTED]

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CC: [REDACTED]