

803.9
801.4

From: [REDACTED]
To: [REDACTED]
Date: [REDACTED] 5:50 AM
Subject: hypothetical

A acquires all of the voting securities of B for \$101 million. One of B's assets is a 45% interest in C, which is valued at \$55 million. A's secondary acquisition of C is reportable. Do I have to double count in order to determine whether A's acquisition of B is reportable? I can see three possible outcomes: (1) not reportable since control of B is worth less than \$50 million after you report the secondary acquisition, (2) reportable but valued at the minimum for filing fee purposes, in order to avoid double counting, or (3) pay up or else.

[REDACTED]

=====

This message may contain confidential and privileged information. If it has been sent to you in error, please reply to advise the sender of the error and then immediately delete this message.
"PLEASE NOTE: Our e-mail and web site address has changed to gibsondunn.com"

=====

C'S VALUE CANNOT BE EXCLUDED FROM
THE TOTAL VALUE OF B. TWO FEES
AND FILINGS ARE REQUIRED. \$125,000 FOR
A ACQUIRING B & \$45,000 FOR A ACQUIRING
C. N. OVUKA AGREES.

B. Michael [Signature]
3/8/01