

801.4

From: [REDACTED]
To: "mike verne" <mverne@ftc.gov>
Date: 12/12/01 6:17PM
Subject: Question

Good morning, Mike. I hope that you are well. I have a straight forward question.

Company A will acquire, through merger, 100% of the voting securities of Company B. Company B's only asset is a minority voting security interest in Company C. All jurisdictional tests are satisfied. Does this transaction require one filing (i.e., the acquisition by Company A of voting securities of Company C) or two (Company A's acquisition of Company C voting securities and Company A's acquisition of 100% of Company B's voting securities)?

Thank you.

[REDACTED]

ADVISED THAT BOTH THE PRINCIPAL AND
SECONDARY ACQUISITIONS WOULD BE REPEATABLE
IF THE JURISDICTION THRESHOLDS WERE SATISFIED
FOR EACH

B. Michael [REDACTED]
12/13/01