

Michael Verne

---

From: [REDACTED]  
Sent: Tuesday, January 14, 2003 4:10 PM  
To: Michael Verne  
Subject: Section 7A(c)(3)/ 802.30 Question

Mike:

A quick question for you. We have a proposed transaction that essentially involves one 50% owner of a JV ("Party A") buying out the other 50% owner ("Party B"). Party A is wholly owned by Parent A. Party B is wholly owned by Parent B. The JV is a foreign corporation, with Party A and Party B each owning half of the voting securities.

The transaction would be structured such that Parent A would use a wholly owned sub (not Party A) to purchase the voting securities of a holding company (wholly owned by Parent B) whose sole purpose is to hold the voting securities of Party B.

This does not seem to fall within the strict letter of either 7A(c)(3) or 802.30 because of the layers of ownership involved on both the buyer's and seller's side, but it seems that it should be exempt since Party A could simply purchase the stock of the JV from Party B and not have to make an HSR filing.

We can leave aside the question of whether it is exempt as the acquisition of the voting securities of a foreign issuer at this point; I am checking into that possibility.

As always, your thoughts are greatly appreciated!

[REDACTED]

NOTE: THESE ENTITIES ARE ALL CORPORATIONS.  
AGREE THAT NEITHER (c)(3) NOR 802.30  
EXEMPTS THIS STRUCTURE.

B. Michael Verne  
1/15/03

This electronic mail message contains information that(a)is or may be LEGALLY PRIVILEGED, CONFIDENTIAL, PROPRIETARY IN NATURE, OR OTHERWISE PROTECTED BY LAW FROM DISCLOSURE, and(b)is intended only for the use of the Addressee(s)named herein. If you are not the intended recipient, an addressee, or the person responsible for delivering this to an addressee, you are hereby notified that reading, using, copying, or distributing any part of this message is strictly prohibited. If you have received this electronic mail message in error, please contact us immediately and take the steps necessary to delete the message completely from your computer system. Thank you.