

801.30

Verne, B. Michael

From: [REDACTED]  
Sent: Wednesday, May 25, 2005 12:41 PM  
To: Verne, B. Michael  
Cc: Peay, Sandra M.  
Subject: HSR Form Question

In a transaction to purchase all of the common stock of Company A valued at \$70,000,000 from numerous shareholders, and one shareholder owns more than 50% of the stock (thus he is the UPE and the filing party for the Acquired Person), is there any reason to check the "acquisition subject to 801.30" box in Section 2(b) of the form to reflect that other shareholders not included in the UPE are also selling their 30% of Company A? Is the fact that other minority shareholders are selling their shares (none of which are valued at \$50,000,000) relevant for these purposes? If you could let me know either by e-mail response or by call back [REDACTED] it would be appreciated. Thank you.

[REDACTED]

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THE ACQUISITION OF 100% OF THE VLS  
IS DEEMED TO BE FROM THE UPE. THIS  
IS NOT 801.30.

B. Michael  
5125105