

Verne, B. Michael

From: [REDACTED]  
Sent: Wednesday, August 31, 2005 12:49 PM  
To: Verne, B. Michael  
Subject: RE: HSR

Two quick questions:

1. If I am selling \$120,000,000 in assets to three different unrelated buyers (each purchasing \$40,000,000 worth) through one sales contract, is it safe to assume that no filing is necessary since no entity is acquiring \$53.1 million of assets?

2. If I am acquiring 100% of the stock of a foreign entity (via merger) which has more than \$53,100,000 of assets in the US, but let than \$100,000,000 (assuming all the other thresholds are met so that a filing is necessary), how do I calculate my filing fee? The total purchase price for the stock is \$180,000,000 but a majority of the company is non-US assets and revenues. Can I assume that if I was buying the assets directly I would only pay the \$45,000 fee, it makes no difference now that I am buying the stock or is there a different methodology involving the purchase of stock.

Again, your thoughts are always appreciated.

1) AGREE - NOT REPORTABLE  
2) THE FILING FEE IS BASED ON THE \$180MM ACQUISITION PRICE.

B. Michael  
8/31/05

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