

802.4

Verne, B. Michael

From: [REDACTED]
Sent: Wednesday, September 14, 2005 12:03 PM
To: Verne, B. Michael
Cc: [REDACTED]
Subject: HSR Advice

Hi Mike - Can you let me know what you think about the following: Assume the size of parties test is satisfied and all of the LLCs and power projects are in the US.

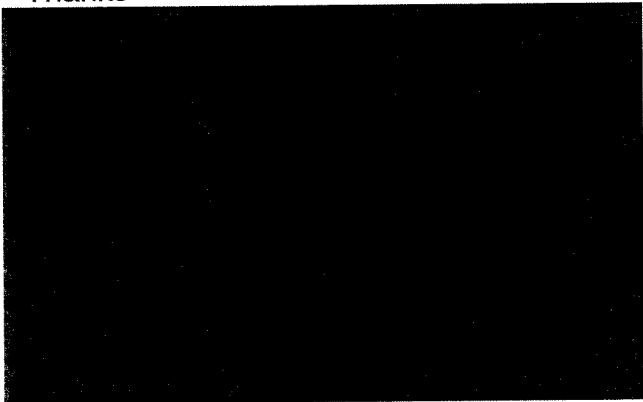
Company A proposes to acquire 100 percent of the membership interests of LLC B. Consideration is \$150 million

LLC B holds 100 percent of the membership interests of LLC C, LLC D and LLC E.

LLC C, LLC D and LLC E each hold minority limited partnership interests in a series of power projects.

I believe that this transaction will be reportable under the new rules. Am I missing something?

Thanks



*This is exempt under
802.4.*

*B. Michael
9/14/05*

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