

7A(a)(2)

Verne, B. Michael

From: [REDACTED]  
Sent: Tuesday, May 02, 2006 2:23 PM  
To: Verne, B. Michael  
Subject: Voting/non-voting stock valuation question

Dear Mike -- I would like to confirm that in the following circumstances, no HSR filing is required. We represent a client who intends to purchase 100% of the shares of a target company for \$120 million. The target has a total of 100,000 outstanding shares, 1,000 (= 1%) of which are voting and 99,000 (= 99%) are non-voting. Except for the voting rights, the shares are otherwise identical, specifically, voting and non-voting shares are entitled to the same dividend payments and to an equal claim to the assets in the event of dissolution. Both voting and non-voting shares are of the same class. Because the voting securities only represent 1% of the economic value of the target, the acquiring person values the voting securities at less than \$56.7 million. Given that Section 7A(a)(2) of the Clayton Act only looks to the value of the voting securities held by the acquiring person after the transaction, no filing should be required. Do you agree with that analysis? Best regards [REDACTED]

AGREE -  
B. Michael  
5/2/06

[REDACTED]

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For more information please go to [REDACTED]

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[REDACTED]