

801.2

Verne, B. Michael

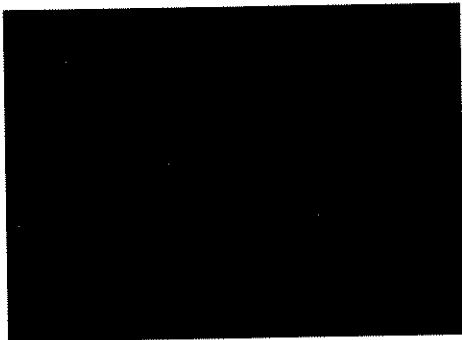
From: [REDACTED]  
Sent: Friday, June 30, 2006 2:46 PM  
To: Verne, B. Michael  
Cc: [REDACTED]  
Subject: HSR Timing Question

Dear Mike:

I have a timing question for you.

Company A plans to be a bidder for Company B, which consists of several divisions. Prior to the bidding, Company C, will enter into a contract with Company A to purchase one of the divisions of Company B, subject to the condition that Company A actually acquires Company B. As I understand Informal Interpretation 262, an HSR notification can be filed for the Company C/Company A transaction even before Company A knows whether it will be successful in its bid for Company B. Can you please confirm that my understanding is correct?

Thank you.



YES- A WOULD HAVE TO GET  
A SEPARATE CERTIFICATION  
FROM B & SUBMIT THE  
BOILERPLATE LETTER I SENT.  
THE PARTIES CAN PUT  
CONDITIONAL LANGUAGE IN  
THE AFFIDAVIT.  
B. Michael  
6/30/06

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