

Verne, B. Michael

7A(10)

From: [REDACTED]  
Sent: Wednesday, October 11, 2006 12:38 PM  
To: Verne, B. Michael  
Subject: HSR Question

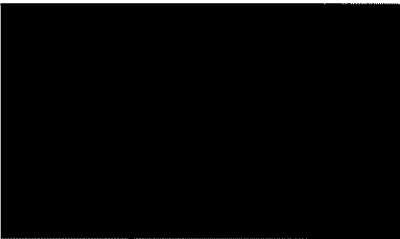
Mike,

I'm working on a deal where BuyCorp is a newly-formed entity, and is currently held 50-50 by those who formed it. BuyCorp, through a series of wholly-owned subsidiary holding companies, will acquire Target from Seller. At closing, Seller will get 15% of BuyCorp, such that, as a result of the transaction, Buyer will be its own ultimate parent.

Two questions:

- (1) Can you confirm that BuyCorp should file as the UPE on the acquiring side because it will be its own UPE at the time of closing?
- (2) Can you confirm that Seller's acquisition of 15% of BuyCorp (valued at more than \$56.7 million) is exempt under 15 U.S.C. § 18a(c)(10)? BuyCorp's only holdings will be the intermediate holding companies (all shells) and Target.

Thanks,



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*Beuhel*  
10/11/06

1) WRITER ADVISED THAT THE AGREEMENT REQUIRED THE STOCK TO BE ISSUED TO SELLER PRIOR TO THE ACQUISITION BY BUY CORP, SO BUY CORP IS THE UPE ACQUIRING PERSON.  
2) CONFIRM