

Verne, B. Michael

801.1(6)

From: [REDACTED]
Sent: Wednesday, December 27, 2006 6:55 PM
To: Verne, B. Michael
Subject: Control question

Hi Mike:

Hope you enjoyed the holiday break! Just to summarize my voice mail, I'd like to get your thoughts on whether there is any control issue for HSR purposes where an individual with financial interests in a newly formed entity (but who does not hold 50% or more of the voting securities of that newly formed entity) is appointed sole director of that newly formed entity, if he himself did not have the power to designate himself (or anyone else) as director. It wouldn't meet either of the control tests as defined in 801.1, but I just want to confirm that the combination of financial interest and appointment as a director doesn't create any sort of defacto "control" situation for HSR purposes.

Thanks much,

[REDACTED]

THE INDIVIDUAL DOES
NOT CONTROL
[Signature]
12/27

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