

From: [REDACTED]
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To: Verne, B. Michael
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Confidential

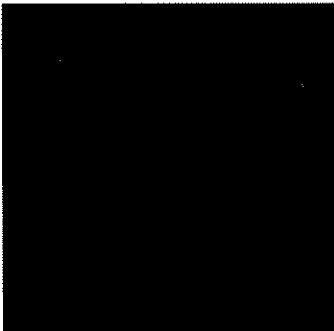
Mike,

I had an HSR valuation question. Company A is acquiring from Company B its 100% interest in multiple wholly-owned subsidiaries of Company B. Some of the subsidiaries may be issuers of non-publicly traded voting securities and some may unincorporated entities.

There is an established acquisition price in the purchase agreement for the aggregate acquisition that is well below the HSR size of the transaction test. As the value of non-publicly traded voting securities and non-corporate interests under 16 C.F.R. Section 801.10 is the acquisition price when established, my assumption is that the overall transaction is exempt.

However, I wanted to confirm that it is not necessary to engage in any separate individual valuations of the separate subsidiaries being acquired. It is possible that based on debt or other liabilities some individual subsidiaries could in fact have a negative value, whereas other subsidiaries are much more valuable.

Thanks for your assistance.



IF THE ACQUISITION PRICE IN
AGGREGATE IS ESTABLISHED, THAT IS
THE VALUE OF THE TRANSACTION.
THERE IS NO NEED TO
INDIVIDUALLY VALUE THE VARIOUS
ENTITIES.

B. Michael
2/5/07

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