

801.1

Verne, B. Michael

From: [REDACTED]
Sent: Monday, April 23, 2007 5:32 PM
To: Verne, B. Michael

Two brief questions. In one, an entity now controlled by A is party to an agreement to buy B. At closing the entity will no longer be controlled by A but, at the time of the filing it will be. Should the HSR be filed by the entity, noting that, at the moment it has another upe but at closing it will not and submit info limited to the entity and entities it controls? Second, a buyer is engaged in reinsurance but has no offices located in the US although it does reinsure policies written in the US. My view is that it would not report these revenues as it has no "establishments" in the US. Your views?

[REDACTED]

This e-mail is sent by a law firm and contains information that may be privileged and confidential. If you are not the intended recipient, please delete the e-mail and notify us immediately.

1) If you are certain that the entity now controlled by A will be its own UPE at the time of closing, you can file with that entity as the acquiring person. If there is any possibility that this will not happen prior to closing, you should file with A as the acquiring UPE and note in the description that the other entity may become the UPE prior to closing. If that happens, no new or amended filing would be required.

2) Agree - nothing would be reported in Item 5

Bruce
4/29/07