

Verne, B. Michael

802.30

From: [REDACTED]
Sent: Monday, September 10, 2007 4:39 PM
To: Verne, B. Michael
Subject: Re: Advice

Ok. Thanks.

----- Original Message -----

From: Verne, B. Michael <MVERNE@ftc.gov>
To: [REDACTED]
Sent: Mon Sep 10 16:17:02 2007
Subject: RE: Advice

A contribution to the existing JV by A with no change in membership interests is exempt for A under 802.30, however, because B is an acquiring person, but not an acquired person for the additional assets, B may have a filing obligation.

----- Original Message -----

From: [REDACTED]
Sent: Monday, September 10, 2007 4:13 PM
To: Verne, B. Michael
Subject: Advice

BW
9/10/07

Dear Mike - Here is my fact pattern:

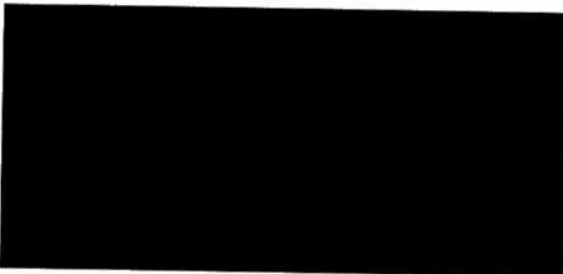
Company A and Company B have formed a 50/50 Joint Venture - LLC X.

Company A will contribute \$60 million in additional assets, but the membership interests will remain at 50/50

Can you confirm that this will not require an additional premerger notification.

Thanks.

[REDACTED]



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IRS Circular 230 disclosure:

To ensure compliance with requirements imposed by the IRS, we inform you that any tax advice contained in this communication, unless expressly stated otherwise, was not intended or written to be used, and cannot be used, for the purpose of (i) avoiding tax-related penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending to another party any tax-related matter(s) addressed herein.