

Verne, B. Michael

801.2

From: [REDACTED]
Sent: Friday, October 05, 2007 1:42 PM
To: Verne, B. Michael
Subject: RE: Emailing: 0510015.htm

Mike,

Just to confirm, our client proposes to acquire an "exclusive" license for the over-the-counter (OTC) rights to a product that is currently available by prescription. The grantor will retain all rights to the underlying IP for its prescription product. The grantee will not receive any rights to the prescription product. We concluded that because the underlying IP is the same for both the OTC and the prescription products, the grantee has not acquired an "exclusive license," as that term is used for HSR purposes. Therefore, an HSR filing is not required for this transaction.

Please let me know if I have misstated anything.

Best regards,

[REDACTED]

[REDACTED]

AGREE
B
10/5/07