

802.30

Dear Mike hope all is well with you. This is a question regarding the indirect acquisition of control of an LP through a redemption. I have included a copy of an informal interpretation that might be helpful here.

Redemption of Partnership Interest

A is a multinational company, it holds numerous investments both minority positions and controlling interests, including a minority position in B, a limited partnership and a minority position in C, a limited liability company. B has a number of limited partners, it holds a controlling interests in a number of entities as well has a minority position in C. D, a minority investors in B asked B to redeem its interest in B. B redeemed D's limited partnership interest and that redemption caused A to have a controlling interest in B. A was not instrumental in causing the redemption, A learned of the control issue caused by the redemption while engaging in an analysis of a separate transaction.

Downstream Holdings

As stated above, both A and B hold minority positions in C. The aggregation of A and B's interest in C caused A to have a controlling interest in C. A was not instrumental in causing the redemption. As mentioned above, A learned of the control issue caused by the redemption while engaging in an analysis of a separate transaction.

Questions

1. Does the redemption by B which caused A to control B described above require an HSR filing?
2. Would the result of A controlling C caused by B's redemption described above require an HSR filing?

Please let me know if you have any questions.

Many thanks as always for your guidance,

██████████

No to BOTH
BM
6/3/08