

801.2

**Verne, B. Michael**

---

**From:** [REDACTED]

**Sent:** Monday, July 07, 2008 2:35 PM

**To:** Verne, B. Michael

Mike:

I have a question (or two) that I hope you can help me with.

I represent a company (A) that owns 50% of the voting securities of a joint venture (C). The other 50% of the voting securities of C are owned by Company B. A intends to sell its shares of C to Company X. Because C is included within both A and B, do both A and B need to file HSR notifications as "acquired persons" (assuming all jurisdictional requirements are met) even though B has absolutely nothing to do with the transaction? That is the result I get looking at the rules, but it seems very burdensome to Company B.

All of the entities in the transaction, A, B, C, and X, are foreign persons. Assuming that both A and B would be required to file as "acquired persons" (subject to any exemption) should the 802.51 (c) exemption be analyzed separately for A and B?

Thanks for your assistance.

[REDACTED]

[REDACTED]

Both A and B technically need to file as acquired person. They can both be on the same notification with C filing on behalf of the two UPEs, so no real burden for B. Yes – if you are relying on 802.51(c), both A and B would be looked at separately.

BM  
7/7/02