

803.9(c)

Verne, B. Michael

From: [REDACTED]
Sent: Wednesday, May 04, 2011 1:33 PM
To: Verne, B. Michael
Subject: Filing Fee Question

Hi Mike – I have a question for you on HSR filing fees where there are two UPEs. In our case, the acquiring entity has two UPEs. Those UPEs share joint control of the entity that is making the acquisition as well as several other entities within the same corporate structure. The two UPEs also each control other entities individually. I see that Rule 803.9(c) provides that where there are two UPEs, and the Item 5 information reported by each UPE is the same, only one filing fee is required.

In the filings for both UPEs, we will be reporting Item 5 data for certain jointly controlled entities. One of the UPEs will also report additional Item 5 data for two other entities that it controls individually. And the other UPE will not report any additional Item 5 data beyond what is reported jointly with the other UPE. I realize that the Item 5 information is not exactly the same, but I was wondering if we would still only have to pay one fee since the other UPE is not reporting any additional data in Item 5.

I would really appreciate your view on this. Thank you in advance!

Best regards,

[REDACTED]

[REDACTED]

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Only one fee is required. M. Bruno and K. Walsh concur.

BRW
5/5/11