

801.2
802.4
801.10
801.13

Verne, B. Michael

From: [REDACTED]
Sent: Tuesday, May 15, 2012 4:12 PM
To: Verne, B. Michael
Subject: RE: Question(s)

Thanks. Can we say 2:00? I'm happy to call, or you can call me.

If it helps, my main questions will be about which entity (of the two funds at the top, which are not under common control) has to make a filing, or whether they both have to file. Almost all the value in the transaction is attributable to the LLC whose interests are being sold, so I'm hoping only the fund that owns 51% of that LLC has to file as UPE, and the filing will be about the acquisition of that LLC (the buyer gets 51% of it from one fund, and the other 49% indirectly from the other (by acquiring stock). If that's the case, then the sale of assets and sale of stock are not reported as separate transactions.

Thanks again, and let me know if 2:00 tomorrow works (and who should call whom).

[REDACTED]

[REDACTED]

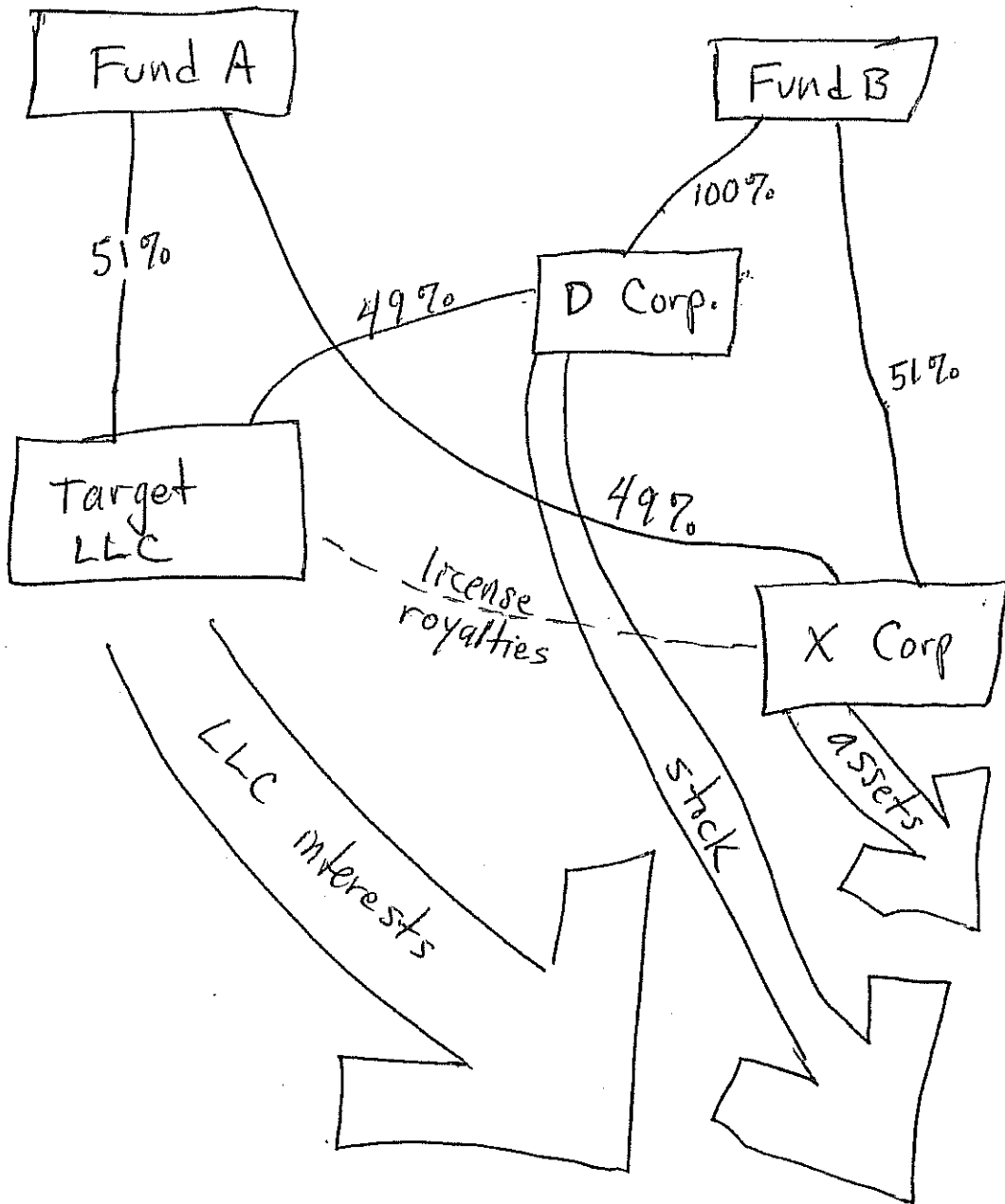
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From: Verne, B. Michael [<mailto:MVERNE@ftc.gov>]
Sent: Tuesday, May 15, 2012 4:02 PM
To: [REDACTED]
Subject: RE: Question(s)

Tomorrow morning is pretty full, but we can do a call tomorrow afternoon

From: [REDACTED]
Sent: Tuesday, May 15, 2012 3:38 PM
To: Verne, B. Michael
Subject: Question(s)

Mike:



Buyer

Is the 49% interest in Target LLC the only holding of D Corp.? If so, the acquisition of the voting securities of D Corp. is exempt under § 802.4. If the value of the assets of X Corp. is less than \$68.2 million, no filing is required from Fund B. The only acquired side filing would be by Fund A for the acquisition of 100% of the interests in Target LLC by Buyer.

BW
5/16/12