

Sheinberg, Samuel I.

From: [REDACTED]
Sent: Friday, July 13, 2018 10:30 AM
To: Walsh, Kathryn E.; Berg, Karen E.; Shaffer, Kristin; Sheinberg, Samuel I.; Whitehead, Nora; Cummings, Stephanie
Subject: FW: Item 2 and 3 Question

From: Carson, Timothy
Sent: Friday, July 13, 2018 10:29:54 AM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: RE: Item 2 and 3 Question

Yes, our guidance states that size of transaction can be expressed in a range as long as it does not straddle a filing fee threshold.

From: [REDACTED]
Sent: Friday, July 13, 2018 10:00:13 AM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: Item 2 and 3 Question

Hello,

We represent a corporation involved in a transaction in which it will acquire voting securities, non-corporate interests, and real estate. We intend to file notification on the Letter of Intent. Due to the structure of the deal, the corporation has performed a fair market value that places the value of the transaction within the first notification threshold, *i.e.* \$84.4 million-\$168.8 million.

For various reasons, we do not want to share the exact valuation with Seller. Is it acceptable to file notification and in Items 2 and 3 state that the range of the deal is "Greater than \$150 million but less than \$168.8 million"?

[REDACTED]

[REDACTED]

[REDACTED]

