Sheinberg, Samuel I.

From: Carson, Timothy

Sent: Tuesday, November 13, 2018 4:37:12 PM (UTC-05:00) Eastern Time (US & Canada)

To: Cc:

Subject: RE: Item 6(b)

: The limited partnership fund is the minority shareholder for purposes of this hypo, so only that should be listed along with the minority percentage held in response to Item 6(b).

From:

Sent: Friday, November 9, 2018 10:37:01 AM (UTC-05:00) Eastern Time (US & Canada)

To:

Subject: Item 6(b)

Good morning,

I am working on an HSR form for a fund and want to make sure that I am reporting correctly under Item 6(b).

The UPE controls the Acquiring Entity because it holds >50% of the voting shares. The remainder of the shares in the Acquiring Entity are held by another fund that is a limited partnership. Based on Informal Interpretation $\underline{1607001}$, I plan to list the following in Item 6(b):

ISSUER/ UNINCORPORATED ENTITY	SHAREHOLDER/ INTEREST HOLDER	HQ ADDRESS	% HELD
Name of Acquiring Entity	Name of General Partner		
	(General Partner of >5% shareholder)		

Is this correct? Or do I need to list the name of the limited partnership and the percentage it holds in the Acquiring Entity?



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