

Sheinberg, Samuel I.

To: Sheinberg, Samuel I.
Subject: RE: HSR Form Item

From: Sheinberg, Samuel I.
Sent: Wednesday, December 4, 2019 9:28 AM
To: [REDACTED]
Cc: [REDACTED]
Subject: RE: HSR Form Item

[REDACTED]

For item 4(b), your suggested stipulation is sufficient or you can provide the most up-to-date balance sheet (to show that SOP is met) along with the annual report. For item 6(b) it is issued and outstanding.

Sam

From: [REDACTED]
Sent: Tuesday, December 3, 2019 1:10:10 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Subject: HSR Form Item

Hello,

Two quick questions regarding the HSR Form.

Item 4(b)

Though our client's 2018 annual report does not show \$18m in total assets (non-manufacturing), their last regularly prepared balance sheet does have total assets greater than \$18m. Thus, we are going to stipulate to the size of the person test in 4(b) (and provide the 2018 annual report). Is stating in 4(b) that "The [Company] stipulates to the size of the person test in having total assets greater than \$18m" sufficient? If not, what information needs to be provided here to stipulate?

Item 6(b)

Should the shareholders of the Company holding an interest of 5% or greater be determined on an issued and outstanding basis or on a fully diluted basis?

Thanks in advance for you help.


