

## Sheinberg, Samuel I.

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**From:** Sheinberg, Samuel I.  
**Sent:** Tuesday, November 9, 2021 10:41 AM  
**To:** [REDACTED]  
**Cc:** HSRHelp  
**Subject:** RE: Request for interpretation-- Rule 802.2(c)

[REDACTED]

We agree with your analysis.

Sam

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**From:** HSRHelp <HSRHelp@ftc.gov>  
**Sent:** Monday, November 8, 2021 5:01 PM  
**To:** Walsh, Kathryn E. <kwalsh@ftc.gov>; Berg, Karen E. <KBERG@ftc.gov>; Musick, Vesselina <vmusick@ftc.gov>; Shaffer, Kristin <kshaffer@ftc.gov>; Sheinberg, Samuel I. <SSHEINBERG@ftc.gov>; Six, Anne <asix@ftc.gov>; Whitehead, Nora <nwhitehead@ftc.gov>  
**Subject:** FW: Request for interpretation-- Rule 802.2(c)

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**From:** [REDACTED]  
**Sent:** Monday, November 8, 2021 5:00:28 PM (UTC-05:00) Eastern Time (US & Canada)  
**To:** HSRHelp <HSRHelp@ftc.gov>  
**Subject:** Request for interpretation-- Rule 802.2(c)

We represent a client in a transaction in which the assets being acquired (either directly or through the acquisition of an entity holding the assets) are primarily:

- Patented and unpatented gold mining claims;
- Water rights and wells, which they indicate will be used solely or primarily for mining operations and therefore should be deemed to be ancillary to the mining claims;
- Leases of real property, with the holder acting as lessee;
- Utilities and power lines;
- Roads; and
- A storage shed.

Although the purchase price for the assets is substantially in excess of the size of the transaction threshold, we believe that the acquisition will be exempt pursuant to Rule 802.2(c) as an acquisition of unproductive real property. The property is in a remote area that was the site of some gold mining operations in the late 1800s and early 1900s and there are apparently some old structures remaining from that era. The property was acquired by the current holder five years ago. Since that date, the current holder has undertaken some exploratory work and roadwork on the property, but the property has had no operations and no production for the entirety of the current holder's ownership. There have been expenses (related to the aforementioned exploratory work and roadwork) but no revenue.

In making this determination, we are familiar with Informal Staff Interpretation No. 0311009, which also dealt with an acquisition chiefly consisting of mining claims in mineral reserves, primarily gold reserves.

Our conclusion is that no HSR filing is required. Please let us know if you disagree or require additional information.

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