

Gillis, Diana L.

From: Walsh, Kathryn E.
Sent: Friday, November 04, 2016 10:04 AM
To: [REDACTED] Whitehead, Nora
Cc: Shaffer, Kristin; Berg, Karen E.; Storm, Evan; Gillis, Diana L.
Subject: RE: Associates and REITS

[REDACTED] this is useful to know – we went to great lengths after the issuance of the rulemaking to explain that corporations could have associates, though it is “unlikely” as you note below.

If anyone ever has a question on this point, please refer that person to the PNO.

Thanks,
Kate

From: [REDACTED]
Sent: Friday, November 04, 2016 9:42 AM
To: Whitehead, Nora
Cc: Walsh, Kathryn E.; Shaffer, Kristin; Berg, Karen E.; Storm, Evan; Gillis, Diana L.
Subject: RE: Associates and REITS

Dear Nora:

Thank you. This is clear.

Yes, I recently made a filing for a corporation with a large number of associates through a partnership in which it acted as a GP—and that is why I phrased that as “unlikely” which I think also matches the characterization used by the PNO in the past.

I do know that there are people in the bar who seem to believe that a corporation cannot have any associates, and I agree that such a view is incorrect, although it may be the case in most instances.

Best regards,

[REDACTED]

From: Whitehead, Nora [<mailto:nwhitehead@ftc.gov>]
Sent: Friday, November 04, 2016 9:33 AM
To: [REDACTED]
Cc: Walsh, Kathryn E.; Shaffer, Kristin; Berg, Karen E.; Storm, Evan; Gillis, Diana L.
Subject: RE: Associates and REITS

[REDACTED] the associate analysis doesn't apply to trusts. FYI, corporations can trigger the associate analysis if they have an investment arm – we do see filings for this.

Nora Whitehead
(202) 326-3262

From: [REDACTED]
Sent: Wednesday, November 02, 2016 9:41 AM
To: Shaffer, Kristin; Walsh, Kathryn E.; Berg, Karen E.; Carson, Timothy; Storm, Evan; Gillis, Diana L.
Subject: RE: Associates and REITS

Dear All:

Have you folks had to consider how to determine if a REIT has associates?

It is a Trust but has shares that are similar to voting securities. It seems to me that it is most similar to a corporation and, as such, is unlikely to have any "associates".

[REDACTED]

[REDACTED]