

## Haynes, Lanea

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**From:** Shaffer, Kristin  
**Sent:** Tuesday, November 21, 2017 3:06 PM  
**To:** [REDACTED]  
**Cc:** [REDACTED]  
**Subject:** RE: Question re: HSR Filing

[REDACTED],

In a non-801.30 filing, the PNO will accept HSR forms from multiple potential acquiring persons for the same assets or entities (i.e., bidders in a private auction) as long as the parties submit an executed agreement or LOI.

Best regards,  
Kristin

**Kristin Shaffer**

Attorney  
Premerger Notification Office  
Federal Trade Commission  
202-326-3434 | [kshaffer@ftc.gov](mailto:kshaffer@ftc.gov)

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**From:** [REDACTED]  
**Sent:** Tuesday, November 21, 2017 1:07 PM  
**To:** Shaffer, Kristin  
**Cc:** [REDACTED]  
**Subject:** RE: Question re: HSR Filing

Kristin,

[REDACTED]

Yes, it is an auction sale by Seller.

Thanks Again.

[REDACTED]

[REDACTED]

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**From:** Shaffer, Kristin [<mailto:kshaffer@ftc.gov>]  
**Sent:** Tuesday, November 21, 2017 7:51 AM  
**To:** [REDACTED]  
**Cc:** [REDACTED]  
**Subject:** RE: Question re: HSR Filing

[REDACTED]

Why has the seller entered into more than one LOI for the same transaction? Is this in conjunction with an auction sale?

[REDACTED]

Best regards,  
Kristin

**Kristin Shaffer**  
Attorney  
Premerger Notification Office  
Federal Trade Commission  
202-326-3434 | [kshaffer@ftc.gov](mailto:kshaffer@ftc.gov)

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**From:** [REDACTED]  
**Sent:** Monday, November 20, 2017 2:46 PM  
**To:** Walsh, Kathryn E.  
**Cc:** Berg, Karen E.; Carson, Timothy; Gillis, Diana L.; Shaffer, Kristin; Sheinberg, Samuel I.; Whitehead, Nora; [REDACTED]  
**Subject:** Question re: HSR Filing

Dear Ms. Walsh,

If a seller signs a letter of intent (or a similar document) for the acquisition of Target with two separate buyers (“Buyer A” and “Buyer B”), then can it submit two HSR filings – one in connection with the acquisition by Buyer A and one in connection with the acquisition by Buyer B? Or, would this run afoul of 803.5(b)’s requirement that the person filing attest to the good faith intention to complete the transaction?

Please advise.

Thank You.

[REDACTED]

[REDACTED]

[REDACTED]