

Haynes, Lanea

From: Gillis, Diana L.
Sent: Thursday, February 09, 2017 8:50 AM
To: [REDACTED]
Cc: Walsh, Kathryn E.
Subject: RE: Submission of Agreements Not To Compete

[REDACTED]

On non-competes --

1. We are fine with not receiving non-competes that are in the form of a continuing employment agreement and the acquired person is not a party to said agreement.
2. Situations where we would expect to see non-competes may include
 - a. where the acquired person is a party;
 - b. for shareholders/interest holders that are not going to be working with the company post-acquisition; and
 - c. for employees who will not be working with the company post-acquisition.

Let us know if you have any questions.

-Diana

From: [REDACTED]
Sent: Wednesday, February 08, 2017 2:34 PM
To: Walsh, Kathryn E.; Berg, Karen E.
Subject: Submission of Agreements Not To Compete

Kate, Karen:

The new HSR instructions require the submission of "Agreements not to compete and other agreements *between the parties.*" Does this require the submission of any non-competes with employees of the acquired person/entity, or just the acquired person/entity itself (as a party to the acquisition agreement)?

Many thanks, [REDACTED]

[REDACTED]

[REDACTED]

