
From: Berg, Karen E.
Sent: Thursday, August 24, 2017 10:38 AM
To: [REDACTED]
Cc: Gillis, Diana L.; Carson, Timothy; Whitehead, Nora; Shaffer, Kristin
Subject: RE: Question re Natural Person UPEs and Item 3(b) "Other Agreements between the Parties"

[REDACTED]
Yes, we'd consider these to be "other agreements between the parties," so they should be included.

Karen

From: [REDACTED]
Sent: Wednesday, August 23, 2017 8:16 PM
To: Berg, Karen E.
Subject: RE: Question re Natural Person UPEs and Item 3(b) "Other Agreements between the Parties"

Hi Karen, I hope the week is going well. I just thought I'd check in re the below – thanks very much.

From: [REDACTED]
Sent: Friday, August 18, 2017 2:20 PM
To: 'Berg, Karen E.' <KBERG@ftc.gov>
Subject: Question re Natural Person UPEs and Item 3(b) "Other Agreements between the Parties"

Hi Karen, thanks for the back and forth over the last few days. I have a separate question. In a situation where an acquired entity has a natural person UPE who is also an officer of the acquired entity, and in connection with the transaction, such individual signs various agreements with the acquiring person in such individual's personal capacity (i.e., not for the acquired entity/company), would those agreements constitute "other agreements between the parties" for the purposes of Item 3(b)? An example would be an agreement between the natural person UPE and the acquiring person that grants the individual board observer rights with respect to the acquiring person's board.

Thanks very much.

[REDACTED]