Sheinberg, Samuel I.

From: [redacted]
Sent: Wednesday, November 14, 2018 11:29 AM
To: Walsh, Kathryn E.; Berg, Karen E.; Carson, Timothy; Sheinberg, Samuel I.; Whitehead, Nora
Subject: FW: 802.2(d) Question

From: Shaffer, Kristin
Sent: Wednesday, November 14, 2018 11:28:38 AM (UTC-05:00) Eastern Time (US & Canada)
To: [redacted]
Cc: [redacted]
Subject: RE: 802.2(d) Question

[redacted]

Number 111 in the Premerger Notification Practice Manual and Informal Interpretation 0911001 reflect our existing position.

Best regards,
Kristin

[redacted]

From: [redacted]
Sent: Friday, November 9, 2018 3:39:02 PM (UTC-05:00) Eastern Time (US & Canada)
To: [redacted]
Subject: 802.2(d) Question

Dear HSR Help:

Our is nonprofit organization that operates assisted living/retirement communities. It proposes to become the sole member of, and take control of, all of the real estate and tangible and intangible assets of a 501(c)(3) organization that operates (and is the parent of) 6 nonstock corporations and one business corporation that own and operate multiple continuing/assisted care/living facilities. We believe the parties meet the size tests and the "deal" exceeds the $84.4M threshold.

However, we are trying to determine whether and under what circumstances, the buildings involved in the assisted/continuing care regime qualify for the 802.2(d) exemption as "residential property." We understand that those assets which do not meet the "office or residential" property test have to be separately valued as if being acquired in a separate acquisition, etc. But we are looking for guidance as to the facilities in which people live -- we believe they are all lived in for a scale of fees associated with the level of care needed.

Any guidance you could point us to would be helpful.

Thank you.

[redacted]

[redacted]