

Sheinberg, Samuel I.

From: [REDACTED]
Sent: Thursday, May 30, 2019 3:03 PM
To: Walsh, Kathryn E.; Berg, Karen E.; Biagioli, Kimberley; Carson, Timothy; Sheinberg, Samuel I.; Whitehead, Nora
Subject: FW: Quick Item 4(c)/(d) question

From: Six, Anne
Sent: Thursday, May 30, 2019 3:03:21 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: FW: Quick Item 4(c)/(d) question

[REDACTED]

Parent cannot cross-reference but can limit its response to documents created in connection with the backside transactions.

Anne

From: [REDACTED]
Sent: Thursday, May 30, 2019 12:36:17 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: Quick Item 4(c)/(d) question

Dear all, we would be grateful for your thoughts:

- Company A, which is controlled by Parent, plans to acquire Company B (the "Transaction"). An HSR filing will be submitted for the Transaction.
- Company B Shareholders will receive voting securities of Company A as consideration for the Transaction. Some of these shareholders will need to submit back-side HSR filings for their acquisition of Company A voting securities.

In Parent's HSR filing as the Acquired Person, can Parent cross-reference the Item 4(c) and Item 4(d) documents that were submitted by both parties in connection with the Transaction? If they need to be reproduced, can Parent limit the Item 4(c) and Item 4(d) documents it produces to those created specifically in connection with the Company B Shareholder's acquisition of Company A voting securities (if any)?

Thank you.

