

## Sheinberg, Samuel I.

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**From:** [REDACTED]  
**Sent:** Friday, May 31, 2019 11:22 AM  
**To:** Walsh, Kathryn E.; Berg, Karen E.; Biagioli, Kimberley; Sheinberg, Samuel I.; Six, Anne; Whitehead, Nora  
**Subject:** FW: Request for Informal Interpretation - Rule 802.71

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**From:** Carson, Timothy  
**Sent:** Friday, May 31, 2019 11:22:10 AM (UTC-05:00) Eastern Time (US & Canada)  
**To:** [REDACTED]  
**Cc:** [REDACTED]  
**Subject:** RE: Request for Informal Interpretation - Rule 802.71

These facts are not inconsistent with treating the acquisition as exempt under Rule 802.71.

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**From:** [REDACTED]  
**Sent:** Friday, May 31, 2019 10:03:11 AM (UTC-05:00) Eastern Time (US & Canada)  
**To:** [REDACTED]  
**Cc:** [REDACTED]  
**Subject:** Request for Informal Interpretation - Rule 802.71

Good morning:

Our firm is assisting in a transaction that may have HSR implications. The pertinent facts are set out below. We are hoping that you can confirm our analysis of the situation.

Corporation A is a U.S. corporation whose stock is owned 100% by Corporation B, a European company. Corporation B is controlled by Person X, a European citizen. As part of Person X's estate planning, Corporation B intends to transfer all stock of Corporation A to Corporation C, a European non-profit charitable foundation. This transfer is a gift with no consideration paid by Corporation C. Person X will have no control over Corporation C and will retain no interest in any of the dividends of the stock of Corporation A. Likewise, Person X has no ability to appoint directors of Corporation C after the formation thereof.

Assume the Size of Person and Size of Transaction tests are met.

It is our view that the proposed transfer of Corporation A's stock by Corporation B to Corporation C will be exempt from HSR under Rule 802.71 as a gift. Do you agree?

Thank you very much for any assistance you can provide.

[REDACTED]

[REDACTED]

[REDACTED]

