

Sheinberg, Samuel I.

From: [REDACTED]
Sent: Wednesday, September 18, 2019 4:29 PM
To: Walsh, Kathryn E.; Berg, Karen E.; Carson, Timothy; Sheinberg, Samuel I.; Six, Anne; Whitehead, Nora
Subject: FW: Query regarding 803.2 / Certifications

From: Musick, Vesselina
Sent: Wednesday, September 18, 2019 4:29:28 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: RE: Query regarding 803.2 / Certifications

Please see 803.6 (4) regarding certification where the UPE is a natural person. A can authorize B to make the filing. A's name and address will be listed in Item 1(a), B's name and address will be listed in Item 1(e). A can certify the filing **OR** B and C can each certify their respective information. The Affidavit must attest to A's good faith intent to complete the transaction.

From: [REDACTED]
Sent: Wednesday, September 18, 2019 1:51:43 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Subject: Query regarding 803.2 / Certifications

Good afternoon,

I was wondering if you might be able to offer some guidance with respect to 803.2 in the instance described below.

Natural Person A is the UPE of Company B. Company B is proposing to acquire a controlling interest in another company, and this transaction will necessitate a filing. Assume that Natural Person A also controls a family office/investment entity called Company C.

Would I be correct to understand that 803.2 would permit Company B to make the notification filing as an entity within Natural Person A? Assume that Natural Person A authorizes Company B to make the notification filing and would prefer that Company B make the notification filing. In this case, however, since Company B does not have firsthand knowledge of Company C's holdings, is there any way for Company C to submit a supplemental certification page, in addition to Company B's filing and certification page, speaking only to Company C's holdings (on behalf of Natural Person A)? Absent this possibility, it would seem that the only viable alternative is for Natural Person A to be the filer (and signer on the certification). Thank you very much in advance for your assistance.

[REDACTED]

[REDACTED]

[REDACTED]

