For item 4(b), your suggested stipulation is sufficient or you can provide the most up-to-date balance sheet (to show that SOP is met) along with the annual report. For item 6(b) it is issued and outstanding.

Sam

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Hello,

Two quick questions regarding the HSR Form.

**Item 4(b)**
Though our client’s 2018 annual report does not show $18m in total assets (non-manufacturing), their last regularly prepared balance sheet does have total assets greater than $18m. Thus, we are going to stipulate to the size of the person test in 4(b) (and provide the 2018 annual report). Is stating in 4(b) that “The [Company] stipulates to the size of the person test in having total assets greater than $18m” sufficient? If not, what information needs to be provided here to stipulate?

**Item 6(b)**
Should the shareholders of the Company holding an interest of 5% or greater be determined on an issued and outstanding basis or on a fully diluted basis?

Thanks in advance for your help.