

From: [REDACTED]
To: [Walsh, Kathryn E.](#); [Berg, Karen E.](#); [Carson, Timothy](#); [Sheinberg, Samuel I.](#); [Six, Anne](#); [Whitehead, Nora](#)
Subject: FW: Asset Acquisitions Questions
Date: Monday, March 2, 2020 11:42:24 AM
Attachments: [image001.jpg](#)

From: Musick, Vesselina
Sent: Monday, March 2, 2020 11:42:22 AM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: RE: Asset Acquisitions Questions

The parties can notify both acquisitions in a single filing. They have to submit at least a Letter of Intent for the second acquisition along with the executed agreement for the first acquisition. The affidavits must attest to good-faith intent to complete both acquisitions.

From: [REDACTED]
Sent: Monday, March 2, 2020 9:32:40 AM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: Asset Acquisitions Questions

Dear All,

We have a question about the aggregation of two asset acquisitions between the same UPEs. Assume that UPE A recently executed an agreement to purchase assets from UPE B in a deal in which the size of transaction test is met, the size of person test is met, and no exemptions apply. If, (a) prior to UPE A and UPE B submitting their HSR Act filings for this acquisition, (b) prior to the closing of this acquisition (the acquisition will not close until the HSR Act waiting period has expired or been terminated), and (c) within 180 days of the agreement, UPE A agrees in a separate agreement to purchase additional assets from UPE B in a deal that would likewise be reportable, can the parties make a single HSR filing covering both asset acquisitions? The amount of the filing fee would be based on the value of all assets to be acquired under both agreements.

Thank you again in advance.

[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]



