

Sheinberg, Samuel I.

From: [REDACTED]
Sent: Friday, August 28, 2020 9:12 AM
To: Walsh, Kathryn E.; Berg, Karen E.; Carson, Timothy; Sheinberg, Samuel I.; Six, Anne; Musick, Vesselina
Subject: FW: Question Regarding HSR Filing Item 4(b) - Natural Person Financials

From: Whitehead, Nora
Sent: Friday, August 28, 2020 9:11:49 AM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: RE: Question Regarding HSR Filing Item 4(b) - Natural Person Financials

Confirmed.

[REDACTED]

From: [REDACTED]
Sent: Thursday, August 27, 2020 2:51:58 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: Question Regarding HSR Filing Item 4(b) - Natural Person Financials

[REDACTED]

Hoping you can help clarify an issue regarding the financial reporting requirements in 4(b). In an asset sale where Filer / Acquired Person / UPE is a natural person, 4(b) provides that natural persons need only provide the most recent reports for the highest level entity they control. However, in our case, the highest level entity controlled by the natural person has no audited or regularly prepared financials.

My read of the informal interpretations, including 17010005 and 1608003, suggests we might be able to describe the arrangement above, stipulate that the Size of Person test is otherwise met, and provide financials for the next highest level entity controlled by the natural person - which happens to be the Acquired Entity. Can you please confirm this is correct?

[REDACTED]

[REDACTED]

