

## Sheinberg, Samuel I.

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**From:** HSRHelp  
**Sent:** Tuesday, June 21, 2022 2:18 PM  
**To:** Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Sheinberg, Samuel I.; Six, Anne; Whitehead, Nora; Fetterman, Michelle  
**Subject:** FW: HSR Guidance Request

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**From:** Shaffer, Kristin <kshaffer@ftc.gov>  
**Sent:** Tuesday, June 21, 2022 2:18:25 PM (UTC-05:00) Eastern Time (US & Canada)  
**To:** [REDACTED]  
**Cc:** [REDACTED]  
**Subject:** RE: HSR Guidance Request

[REDACTED]

We do not view agreeing to leases via email as automatically resulting in the lease being entered into outside of the US. The company will need to determine whether those leases were signed by US-located US entities (as distinguished from US-owned, foreign-located entities).

Best regards,

Kristin

**Kristin Shaffer**

Attorney

Premerger Notification Office

Federal Trade Commission

202-326-2388 | [kshaffer@ftc.gov](mailto:kshaffer@ftc.gov)

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**From:** [REDACTED]  
**Sent:** Thursday, June 16, 2022 12:10 PM  
**To:** HSRHelp <HSRHelp@ftc.gov>  
**Cc:** [REDACTED]  
**Subject:** HSR Guidance Request

Dear PNO Team:

We write to confirm the treatment of revenues derived from leasing of physical assets where such assets are not located in the same place where the leases themselves are serviced or managed.

We represent Company A that derives 100% of its revenue from leasing of movable, physical assets in the form of foreign-flagged vessels. Company A manages and services its leases outside of the United States. No payment is accepted in the United States, and Company A does not maintain an office in the United States. Some of Company A's customers are located in the United States, but Company A's leases are agreed to by email. Notwithstanding where Company A manages its leasing operations, Company A's vessels may enter the United States territory as part of some leasing arrangements.

Current interpretations provide that revenue from services is attributed to the country where services are performed, regardless of identity of the customer. See PNPM No. 155; Informal Interpretation No. [1405003](#); see also Informal Interpretation No. [1601001](#) (ship leases are contracts to provide a service). As such, Company A's revenue would be allocated to the locations where it manages and services its leases of its vessels. We write to confirm this is still the PNO's current position.

Please let us know if you have any questions or if there is any additional information that may be helpful in responding to this inquiry.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]