

Sheinberg, Samuel I.

From: HSRHelp
Sent: Thursday, January 30, 2025 9:50 AM
To: HSR Auto Forward List
Subject: FW: Acquired UPE question

From: Whitehead, Nora
Sent: Thursday, January 30, 2025 9:49:38 AM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: HSRHelp
Subject: RE: Acquired UPE question

Yes, you may file this way. Once Newco is formed, please alert the PNO if there are any substantive changes to the transaction at that point.

From: HSRHelp
Sent: Wednesday, January 29, 2025 10:26 AM
To: HSR Auto Forward List
Subject: FW: Acquired UPE question

From: [REDACTED]
Sent: Wednesday, January 29, 2025 10:25:20 AM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp
Subject: RE: Acquired UPE question

[REDACTED]

I just wanted to double-check that the guidance below is still correct – i.e., Seller can file as the UPE of Newco (which will not yet be formed at the time of filing). Assume that, prior to closing, Seller will distribute the Newco equity to equityholders, resulting in Newco becoming its own UPE.

[REDACTED]

From: Sheinberg, Samuel I.
Sent: Monday, June 7, 2021 12:20 PM
To: [REDACTED]
Cc: HSRHelp
Subject: RE: Acquired UPE question

[REDACTED]

[REDACTED]

What you suggest is fine.
Thank you,
Sam

From: HSRHelp
Sent: Monday, June 7, 2021 11:11 AM

To: Walsh, Kathryn E. ; Berg, Karen E. ; Sheinberg, Samuel I. ; Six, Anne ; Whitehead, Nora ; Musick, Vesselina
Subject: FW: Acquired UPE question

From: [REDACTED]
Sent: Monday, June 7, 2021 11:09:01 AM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp
Subject: Acquired UPE question

Buyer and Seller intend to make HSR filings based off an executed letter of intent. At some point prior to closing, Seller (which is its own UPE) will form Newco for the purpose of contributing certain assets and liabilities of Seller. It is anticipated that the equity of Newco will be distributed to equityholders of Seller, none of whom will acquire control of Newco. Buyer will then acquire all of the equity interests of Newco in exchange for cash and minority interests in a parent company of Buyer.

Since Newco is not yet formed, could you confirm that it would be appropriate for Seller to be listed as the acquiring person's UPE (and to execute the filing on behalf of the acquiring person), with an explanation that Newco may become its own UPE prior to closing?

[REDACTED]

[REDACTED]