

**Sheinberg, Samuel I.**

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**From:** HSRHelp  
**Sent:** Thursday, February 20, 2025 10:27 AM  
**To:** HSR Auto Forward List  
**Subject:** FW: New HSR Form Questions - Plans and Reports

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**From:** Larson, Peter  
**Sent:** Thursday, February 20, 2025 10:27:14 AM (UTC-05:00) Eastern Time (US & Canada)  
**To:** [REDACTED]  
**Cc:** HSRHelp  
**Subject:** RE: New HSR Form Questions - Plans and Reports

- [REDACTED]
1. We agree with your interpretation. As stated in the Instructions, the obligation to provide Plans and Reports applies to the CEO / Board of Directors of "the acquiring entity [or the target] or any entity that it controls or is controlled by". The reference to the Overlap Description in the instructions for Plans and Reports goes to the content that would make a document responsive, not the document custodians.
  2. Confirmed.

Best,  
Peter

[REDACTED]

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**From:** HSRHelp  
**Sent:** Tuesday, February 18, 2025 8:44 AM  
**To:** HSR Auto Forward List  
**Subject:** FW: New HSR Form Questions - Plans and Reports

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**From:** [REDACTED]  
**Sent:** Tuesday, February 18, 2025 8:43:53 AM (UTC-05:00) Eastern Time (US & Canada)  
**To:** Walsh, Kathryn E. ; HSRHelp  
**Cc:** [REDACTED]  
**Subject:** New HSR Form Questions - Plans and Reports

[REDACTED]

Hi Kate and PNO Team – Our group has two questions relating to the scope of the new "Plans and Reports" document collection requirement.

The instructions set forth the below requirements:

- "...provide all regularly prepared plans and reports that were provided to the Chief Executive Officer (CEO) of the acquiring entity or any entity that it controls or is controlled by..."
- "...provide all plans and reports that were provided to the Board of Directors of the acquiring entity or any entity that it controls or is controlled by..."

Our reading of this is that the obligation to provide "plans and reports" applies to the Acquiring Entity (not the Acquiring Person), and any entity within the Acquiring Entity, or any entity in the chain of control of the Acquiring Entity. Could you please confirm this is correct?

For example, if UPE owned three subsidiaries – (i) Sub A; (ii) Sub B; and (iii) Sub C – and UPE directly controlled each Sub entity, and no Sub entity controlled or was controlled by another Sub entity, then in an instance where Sub C was the Acquiring Entity, then UPE would search the files of the UPE and Sub C (but not Sub A or Sub B). We believe that this is the correct interpretation of the instructions, but the reference to the Overlap Description in the Plans and Reports instructions, which would not be limited to just Sub C in our hypo, presents a discrepancy in the scope of the competition description requirements versus the scope of the plans and reports requirement. As such, can you confirm our interpretation is accurate?

Second, can you please confirm that the plans and reports requirement does not apply if there is no actual or potential horizontal overlap and the only relationship involves a relationship covered by the “supply relationship description” portion of the instructions?

[REDACTED]