

Sheinberg, Samuel I.

From: [REDACTED]
Sent: Monday, March 1, 2021 2:01 PM
To: Berg, Karen E.; Sheinberg, Samuel I.; Six, Anne; Whitehead, Nora; Musick, Vesselina
Subject: FW: Filing with multiple UPEs

From: Walsh, Kathryn E.
Sent: Monday, March 1, 2021 2:01:12 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: FW: Filing with multiple UPEs

We agree and note that X might need to stipulate if its financials don't show that SOP is met.

From: [REDACTED]
Sent: Monday, March 1, 2021 11:54:38 AM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Subject: Filing with multiple UPEs

Good morning. I'm hoping to quickly confirm the filing requirements for a transaction.

In our transaction, the acquired entity X has two UPEs, A and B, who are both natural persons. I understand that, if A and B authorize it, X can file a single HSR form for the transaction, and a person with actual authority representing X can certify the form and can file one affidavit attesting to the good faith intent of both A and B to complete the transaction. In addition, because X is the highest level entity that A and B control, only X's financials need to be provided for Item 4(b). Can you confirm?

Thanks for your help.

[REDACTED]

[REDACTED]