

Sheinberg, Samuel I.

From: HSRHelp
Sent: Tuesday, September 7, 2021 3:47 PM
To: Walsh, Kathryn E.; Berg, Karen E.; Sheinberg, Samuel I.; Six, Anne; Whitehead, Nora; Musick, Vesselina
Subject: FW: Item 6(b) Question re: Spousal Attribution and how show on the form

From: Shaffer, Kristin <kshaffer@ftc.gov>
Sent: Tuesday, September 7, 2021 3:46:39 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: Item 6(b) Question re: Spousal Attribution and how show on the form

[REDACTED]
Thank you for asking. Please list the husband and wife as holding 40% as a single "entity" in Item 6(b). If you would like, you can clarify in an endnote.

Best regards,

Kristin

Kristin Shaffer

Attorney

Premerger Notification Office

Federal Trade Commission

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From: [REDACTED]
Sent: Tuesday, September 7, 2021 3:40 PM
To: HSRHelp <HSRHelp@ftc.gov>
Subject: Item 6(b) Question re: Spousal Attribution and how show on the form

I have what appears to be a simple situation but I am not sure how to properly document it on the form. Husband and wife each own 20% of an acquired entity. Neither is the acquired entity's UPE. In this instance, the acquired entity is its own UPE. In response to Item 6(b), should husband and wife be listed together as owning 40%? I understand that their holdings should be aggregated but it seems that would lead to some confusion if not properly documented on the form, particularly where aggregation does not alter the determination of the UPE.

Thank you.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]