
From: Carson, Timothy

Sent: Monday, December 05, 2016 4:32 PM

To: [REDACTED]

Cc: [REDACTED] Walsh, Kathryn E.; Berg, Karen E.; Gillis, Diana L.; Whitehead, Nora; Storm, Evan; Shaffer, Kristin

Subject: RE: Question Regarding Reporting Structure

[REDACTED]

The facts you describe represent two reportable transactions. The Seller UPE must provide a separate filing for each of the transactions: (1) PE Fund A to acquire Target as it exists without Target Carveout from Seller UPE and (2) PE Fund B to acquire Target Carveout from Seller UPE. The parties should use 3(a)/endnotes to describe exactly what is going on and explain the relationship between the parties with regard to the transactions.

Regards,

Timothy (Ty) Carson

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From: [REDACTED]

Sent: Monday, December 05, 2016 7:52 AM

To: Walsh, Kathryn E.; Berg, Karen E.; Gillis, Diana L.; Whitehead, Nora; Storm, Evan; Shaffer, Kristin; Carson, Timothy

Cc: [REDACTED]

Subject: Question Regarding Reporting Structure

All,

