

**Sheinberg, Samuel I.**

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**From:** HSRHelp  
**Sent:** Tuesday, August 16, 2022 12:43 PM  
**To:** Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Shaffer, Kristin; Sheinberg, Samuel I.; Six, Anne; Fetterman, Michelle  
**Subject:** FW: Completion of HSR Notification and Report Form

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**From:** Whitehead, Nora <nwhitehead@ftc.gov>  
**Sent:** Tuesday, August 16, 2022 12:43:16 PM (UTC-05:00) Eastern Time (US & Canada)  
**To:** [REDACTED]  
**Cc:** HSRHelp <HSRHelp@ftc.gov>  
**Subject:** RE: Completion of HSR Notification and Report Form

Please list all four, noting that one is non-reportable, and explain further in Item 3.

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**From:** HSRHelp <HSRHelp@ftc.gov>  
**Sent:** Tuesday, August 16, 2022 10:37 AM  
**To:** Walsh, Kathryn E. <kwash@ftc.gov>; Berg, Karen E. <KBERG@ftc.gov>; Musick, Vesselina <vmusick@ftc.gov>; Shaffer, Kristin <kshaffer@ftc.gov>; Sheinberg, Samuel I. <SSHEINBERG@ftc.gov>; Six, Anne <asix@ftc.gov>; Whitehead, Nora <nwhitehead@ftc.gov>; Fetterman, Michelle <mfetterman@ftc.gov>  
**Subject:** FW: Completion of HSR Notification and Report Form

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**From:** [REDACTED]  
**Sent:** Tuesday, August 16, 2022 10:37:06 AM (UTC-05:00) Eastern Time (US & Canada)  
**To:** HSRHelp <HSRHelp@ftc.gov>  
**Subject:** Completion of HSR Notification and Report Form

I am in the process of preparing the Notification and Report Form under the HSR Act. Our office represents the Seller. This transaction involves the sale of assets of four separate entities. Three of the entities are majority owned by one UPE. The fourth entity, is majority owned by a separate UPE. The fair market value of the assets for the fourth entity, do not meet the size of the transaction test by themselves. However assets of all four entities are covered by a single asset purchase agreement.

I am trying to clarify that with respect to Item 1(f), whether all four Acquired Entities are to be listed, or only the three Acquired Entities controlled by the one UPE who is listed on Item 1(a). It is my understanding that in response to Item 3 all Acquired UPEs and all Acquired Entities (in this case all four entities) would be listed, as the instructions state to list all entities whether or not required to file notification. Your clarification on how to respond to these items would be greatly appreciated.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]