

Sheinberg, Samuel I.

From: HSRHelp
Sent: Thursday, July 13, 2023 4:24 PM
To: Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Shaffer, Kristin; Sheinberg, Samuel I.; Six, Anne; Fetterman, Michelle
Subject: FW: Acquisition of Not-For-Profit, Non-Stock Corporation - Item 2 Reporting Question

From: Whitehead, Nora <nwhitehead@ftc.gov>
Sent: Thursday, July 13, 2023 4:23:56 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: Acquisition of Not-For-Profit, Non-Stock Corporation - Item 2 Reporting Question

Confirmed. Either check the box for assets in 2b or check the box for Other and specify "Pursuant to 16 CFR 801.2(f)(1)(i)" (or both).

From: HSRHelp <HSRHelp@ftc.gov>
Sent: Thursday, July 13, 2023 2:52 PM
To: Walsh, Kathryn E. <kwalsh@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: Acquisition of Not-For-Profit, Non-Stock Corporation - Item 2 Reporting Question

From: [REDACTED]
Sent: Thursday, July 13, 2023 2:51:22 PM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp <HSRHelp@ftc.gov>
Subject: Acquisition of Not-For-Profit, Non-Stock Corporation - Item 2 Reporting Question

Hello PNO –

I have a rather urgent question regarding how to report the acquisition of a not-for-profit, non-stock corporation in Item 2. My client intends to file tomorrow or Monday for its acquisition of control of not-for-profit, non-stock corporation. Pursuant to 16 CFR 801.2(f)(1)(i), they are "deemed to hold all of the assets of the entity as a result of the acquisition." Can you please confirm that for Item 2 reporting purposes, I should report this as an acquisition of assets and not an acquisition of voting securities or non-corporate interests? I tried finding guidance in the informals, but was not able to find anything.

Apologies for the rush request and thank you in advance!

Regards,

[REDACTED]

[REDACTED]

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