

## Sheinberg, Samuel I.

---

**From:** HSRHelp  
**Sent:** Friday, October 13, 2023 10:30 AM  
**To:** Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Shaffer, Kristin; Sheinberg, Samuel I.; Six, Anne; Fetterman, Michelle; Burton, June  
**Subject:** FW: Filing in the alternative due to fund structure

---

**From:** Whitehead, Nora <nwhitehead@ftc.gov>  
**Sent:** Friday, October 13, 2023 10:29:58 AM (UTC-05:00) Eastern Time (US & Canada)  
**To:** [REDACTED]  
**Cc:** HSRHelp <HSRHelp@ftc.gov>  
**Subject:** RE: Filing in the alternative due to fund structure

We agree with your proposed approach.

---

**From:** HSRHelp <HSRHelp@ftc.gov>  
**Sent:** Thursday, October 12, 2023 12:17 PM  
**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>; Burton, June <jburton@ftc.gov>  
**Subject:** FW: Filing in the alternative due to fund structure

---

**From:** [REDACTED]  
**Sent:** Thursday, October 12, 2023 12:16:49 PM (UTC-05:00) Eastern Time (US & Canada)  
**To:** HSRHelp <HSRHelp@ftc.gov>  
**Subject:** Filing in the alternative due to fund structure

Hello PNO team,

We represent a PE firm in an acquisition that will require a filing. One of two different entities managed by that PE firm will be the UPE at the time of closing, but the entities are controlled by different acquiring persons. We do not know which entity will be the UPE due to uncertainties of fundraising which will determine the UPE at closing. To resolve the issue with UPE uncertainty, we propose submitting filings on behalf of each potential UPE. Although the contents of the HSR filings will differ (and separate filing fees will be paid), because of common management of the two entities by the PE firm, both UPEs will have the same associates and be associates of each other. Both UPEs can attest to a good faith intention to complete the transaction, subject to resolution of the fundraising process. Could you please let us know if you agree with this approach?

Thank you,

[REDACTED]

[REDACTED]