

Sheinberg, Samuel I.

From: Sheinberg, Samuel I.
Sent: Thursday, November 16, 2023 3:21 PM
To: [REDACTED]
Cc: HSRHelp
Subject: RE: Request for HSR assistance

1. You should value everything that is being acquired that is not exempt. Any rental relationship between the targets is not relevant for HSR analysis.
2. See 803.9(c).

From: HSRHelp <HSRHelp@ftc.gov>
Sent: Wednesday, November 15, 2023 7:49 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>; Burton, June <jburton@ftc.gov>
Subject: FW: Request for HSR assistance

From: [REDACTED]
Sent: Wednesday, November 15, 2023 7:48:29 PM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp <HSRHelp@ftc.gov>
Subject: Request for HSR assistance

Dear PNO,

Please consider two questions regarding a potential HSR filing:

1. Consider an asset purchase that includes (a) two business LLCs, and (b) two real estate LLCs that hold the real estate used for the business LLCs' operations. Each of the business LLCs will pay rent to one of the real estate LLCs. Must the value of the acquired real estate LLCs be included in the size-of-transaction calculation unless there is a 16 C.F.R. 802.2 exception?
2. Where there are two acquiring UPEs, must both acquiring UPEs submit a separate HSR filing and pay a separate filing fee? E.g., if the assets held as a result of the transaction are valued between \$161.5 million and \$500 million, and therefore the filing fee is \$100,000, does *each* acquiring UPE need to pay a separate filing fee of \$100,000?

Much appreciated,

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

