

Sheinberg, Samuel I.

From: HSRHelp
Sent: Tuesday, November 5, 2024 11:59 AM
To: Walsh, Kathryn E.; Berg, Karen E.; Shaffer, Kristin; Sheinberg, Samuel I.; Six, Anne; Whitehead, Nora; Fetterman, Michelle; Burton, June; Larson, Peter
Subject: FW: Request for Interpretation

From: Musick, Vesselina <vmusick@ftc.gov>
Sent: Tuesday, November 5, 2024 11:59:02 AM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: Request for Interpretation

Confirming that you may exclude Loans/Lines of Credit (1st) and Loans/Lines of Credit (Junior). To the extent the lease receivables are the monthly payments by the lessee, they would represent income for the credit union and should be treated like cash, i.e., may be excluded. However, the value of the automobiles that the credit union presumably owns and leases should be included in the asset calculation.

Kind regards.

Vesselina Musick

Attorney | Federal Trade Commission | Premerger Notification Office
Direct +1 202.326.2307 | Email: vmusick@ftc.gov | www.ftc.gov

From: [REDACTED]
Sent: Friday, November 1, 2024 4:26 PM
To: Musick, Vesselina <vmusick@ftc.gov>; Thomas, Oliver H. <OThomas@lewisrice.com>
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: Request for Interpretation

Vesselina,

I am told these are direct auto leases made by the target credit union (the credit union is the lessor).

Also – can you please clarify whether you are in agreement regarding the other items in 3 below (Loans/Lines of Credit (1st) – Line 9 / Code 703A and Loans/Lines of Credit (Junior) – Line 10 / Code 386A?

Thanks for your help,

[REDACTED]

[REDACTED]

[REDACTED]

From: Musick, Vesselina <vmusick@ftc.gov>
Sent: Friday, November 1, 2024 2:03 PM
To: [REDACTED]
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: [EXTERNAL] RE: Request for Interpretation

We agree regarding cash and investments. Could you please explain and provide examples of what is included in lease receivables?

Kind regards.

Vesselina Musick

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From: [REDACTED]

Sent: Tuesday, October 29, 2024 3:08:55 PM (UTC-05:00) Eastern Time (US & Canada)

To: HSRHelp <HSRHelp@ftc.gov>

Cc: [REDACTED]

Subject: Request for Interpretation

[REDACTED]

I have a question regarding the calculation of the size-of-transaction with respect to the merger of two credit unions. We have reviewed Informal Interpretation No. 0112004 dated December 10, 2001. That informal interpretation provides that certain assets reported on the National Credit Union Administrative Call Report Form 5300 may be excluded in determining whether the size-of-transaction pre-merger reporting thresholds have been met. Form 5300 has been revised since 2001; a copy of the current form is attached for your reference. Based on the classification of the assets in the informal interpretation and our understanding of where those assets are reported in the current version of Form 5300, we believe the following asset classes may be excluded from the size-of-transaction calculation:

1. Cash and Other Deposits
 - Cash on Hand - Line 1(a) / Code 703A
 - Cash on Deposit – Line 2(d) / Code 730B
2. Investments
 - Total Investment Securities – Line 12 / Code AS0013
 - Other Investments – Line 14 / Code AS0017
3. Mortgages and Leases
 - Loans/Lines of Credit (1st) – Line 9 / Code 703A
 - Loans/Lines of Credit (Junior) – Line 10 / Code 386A
 - Lease Receivable – Line 7 / Code 002

Please let me know if you have any questions regarding this request or need additional information. We would like confirmation that we may still rely on Informal Interpretation No. 112004 and that our understanding of the assets that may be excluded under the current version of the form is correct.

[REDACTED]

[REDACTED]