

Sheinberg, Samuel I.

From: HSRHelp
Sent: Tuesday, July 12, 2022 1:56 PM
To: Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Shaffer, Kristin; Sheinberg, Samuel I.; Six, Anne; Fetterman, Michelle
Subject: FW: "Control" - when is determination made?

From: Whitehead, Nora <nwhitehead@ftc.gov>
Sent: Tuesday, July 12, 2022 1:56:08 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: "Control" - when is determination made?

You should rely on the last regularly prepared financial statement prior to closing to determine what entity has control.

From: HSRHelp <HSRHelp@ftc.gov>
Sent: Tuesday, July 12, 2022 12:11 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>
Subject: FW: "Control" - when is determination made?

From: [REDACTED]
Sent: Tuesday, July 12, 2022 12:11:11 PM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp <HSRHelp@ftc.gov>
Subject: "Control" - when is determination made?

Good morning;

Question

For a non-corporate entity and with respect to the 801.1(b)(1)(ii) definition of "control", at what point in time is the determination of "having the right in the event of dissolution to 50 percent or more of the assets of the entity" made for determining reportability?

Background

The entity has two 50% owners, but the entity's organizational document does not describe their rights upon dissolution in the simple, direct language stated in 801.1(b)(1)(ii). Rather, they are determined by the status of the owners' capital accounts at any given point in time. Th

