From:	HSRHelp
Sent:	Monday, August 22, 2022 4:13 PM
To:	Berg, Karen E.; Musick, Vesselina; Iffer, Kristin; Sheinberg, Samuel I.; Six, Anne; Whitehead, Nora; Fetterman, Michelle
Subject:	FW: Request for Informal Interpretation Concerning Rule 801.11

From: Walsh, Kathryn E. <kwalsh@ftc.gov>
Sent: Monday, August 22, 2022 4:12:37 PM (UTC-05:00) Eastern Time (US & Canada)
To:
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: FW: Request for Informal Interpretation Concerning Rule 801.11

We agree that you would count the cash because there is a balance sheet within the acquiring person. You only get to exclude cash if no entity within the person has created a regularly prepared balance sheet.

From:
Sent: Monday, August 22, 2022 12:05:18 PM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp <HSRHelp@ftc.gov>
Subject: Request for Informal Interpretation Concerning Rule 801.11

Dear PNO Staff:
I am considering size of person under Rule 801.11 for an acquiring person for which the UPE is a Fund. Fund is planning to acquire Target 1 first and then Target 2. These two acquisitions are unrelated, separate transactions. Fund is relatively new, but it does have a regularly prepared balance sheet, and it currently satisfies the $20.2 million size of person threshold. Size of person is relevant for the acquisition of Target 1; however, neither Fund nor the acquired person for Target 1 will satisfy the $202.0 million size of person threshold at the moment before the acquisition of Target 1 occurs. Therefore the acquisition of Target 1 is not reportable.
When I analyze Fund's acquisition of Target 2, Fund will have a regularly prepared balance sheet, but Fund's balance sheet will not consolidate Target 1, which Fund will control at the relevant time. Target 1 will have a regularly prepared balance sheet that consolidates the entities within Target 1. Therefore, under Rule 801.11, Fund considers a pro forma that consolidates the total assets of Target 1 ueidates th ueT48142[002 TcRotes [thaes th)6Ruleno(wi. Ft0028 T$202.0
rom investors immediately before acquiring