

Sheinberg, Samuel I.

From: HSRHelp
Sent: Wednesday, January 25, 2023 11:28 AM
To: Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Shaffer, Kristin; Sheinberg, Samuel I.; Dix, Anne; Fetterman, Michelle
Subject: FW: Fact Pattern Inquiry

From: Whitehead, Nora <nwhitehead@ftc.gov>

Sent: Wednesday, January 25, 2023 11:28:21 AM

To: [REDACTED]
Cc: HSRHelp <HSRHelp@ftc.gov>

Subject: RE: Fact Pattern Inquiry

We agree.

From: HSRHelp <HSRHelp@ftc.gov>

Sent: Tuesday, January 24, 2023 3:41 PM

To: [REDACTED]
Shaffer, Kristin <kshaffer@ftc.gov>; Sheinberg, Samuel I. <ssheinberg@ftc.gov>; Fetterman, Michelle <mfetterman@ftc.gov>
Nora <nwhitehead@ftc.gov>
Subject: FW: Fact Pattern Inquiry

From: [REDACTED]

Sent: Wednesday, January 25, 2023 11:28:21 AM (UTC-05:00) Eastern Time

To: HSRHelp <HSRHelp@ftc.gov>
Cc: [REDACTED]
Subject: Fact Pattern Inquiry

Hello,

We have a transaction involving the acquisition of [REDACTED] by [REDACTED]. The acquirer's offer, attaching the unexecuted SPA, and sellers delivered an executed offer letter. For the avoidance of doubt, the offer letter is only executed by the acquirer. The offer letter is only executed by the acquirer. The offer letter is only executed by the acquirer. We plan to include the executed offer and acceptance letter.

Our view is that this is a sufficient basis for parties to rely on and confirm you agree.

Please let us know if you have any questions.

Thanks,

[REDACTED]

[REDACTED]