

Sheinberg, Sa... muel i.

From: HSRHelp
Sent: Thursday, July 13, 2023 4:23:56 PM (UTC-05:00) Eastern Time (US & Canada)
To: Walsh, Kathryn E.; Fetterman, Michelle
Subject: FW: Acquisition of Not-For-Profit, Non-Stock Corporation - Item 2 Reporting Question

From: Whitehead, Nora <nwhitehead@ftc.gov>
Sent: Thursday, July 13, 2023 4:23:56 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: RE: Acquisition of Not-For-Profit, Non-Stock Corporation - Item 2 Reporting Question

Confirmed. Either check the box for assets in 2b or check the box for Other and specify "Pursuant to 16 CFR 801.2(f)(1)(i)" (or both).

From: HSRHelp <HSRHelp@ftc.gov>
Sent: Thursday, July 13, 2023 2:52 PM
To: Walsh, Kathryn E.; Fetterman, Michelle; Shaffer, Kristin <kshaffer@ftc.gov>; Sheinberg, Samuel <SSHEINBERG@ftc.gov>; Six, Anne <asix@ftc.gov>; Whitehead, Nora <nwhitehead@ftc.gov>; Fetterman, Michelle <mfetterman@ftc.gov>
Subject: FW: Acquisition of Not-For-Profit, Non-Stock Corporation - Item 2 Reporting Question

From: [REDACTED]
Sent: Thursday, July 13, 2023 2:51:22 PM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp <HSRHelp@ftc.gov>
Subject: Acquisition of Not-For-Profit, Non-Stock Corporation - Item 2 Reporting Question

Hello PNO –
I have a rather urgent question regarding how to report the acquisition of a not-for-profit, non-stock corporation in Item 2. My client intends to acquire the assets of the entity. Pursuant to 16 CFR 801.2(f)(1)(i), they are "deemed to hold all of the assets of the entity as a result of the acquisition." Can you please confirm that for Item 2 reporting purposes, I should report this as an acquisition of assets and not an acquisition of a corporation? I am finding conflicting guidance in the Informals, but will find anything I can. Apologies for the rush request and thank you in advance!
Best regards,

[REDACTED]

[REDACTED]

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