

Sheinberg, Samuel I.

From: HSRHelp
Sent: Wednesday, August 23, 2023 8:50:52 AM (UTC-05:00 Eastern Time (US & Canada))
To: Berg, Karen E.; Musick, Vesselina; Shaffer, Kristin; Sheinberg, Samuel I.; Six, Anne; Whitehead, Nora; [Redacted]
Subject: [Redacted]

From: [Redacted]
Sent: Wednesday, August 23, 2023 8:50:52 AM (UTC-05:00 Eastern Time (US & Canada))
To: [Redacted]
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: [Redacted]

The operative question is whether the acquisitions are part of the same transaction. That there are two agreements not conditioned on one another is only one factor; another is whether they were negotiated at the same time. The parties have the totality of the facts and circumstances in their possession.

From: [Redacted]
Sent: Tuesday, August 22, 2023 10:05:00 AM (UTC-05:00 Eastern Time (US & Canada))
To: HSRHelp <HSRHelp@ftc.gov>
Cc: [Redacted]
Subject: Query re Aggregation

Dear Premierer [Redacted]:
A single buyer UPE is proposing to acquire from a single seller UPE 50% of the non-corporate interests of LLC 1 and LLC 2 in separate closings a few months apart and will not be conditioned on the consummation of the other. The parties intend to sign both purchase agreements at or approximately the same time, although this may change. The acquisition of 50% of the non-corporate interests of LLC 1 ("Transaction 1") exceeds the \$111.4 million threshold. The acquisition of 50% of the non-corporate interests of LLC 2 ("Transaction 2") does not exceed the threshold. We understand that Transaction 2 will trigger filing requirement on its own, but would like to understand whether the obligation arises before either transaction is consummated. We would like to file and observe the waiting period only for Transaction 2. The HSR filing fee will be the same whether the filing is solely for Transaction 2, or for both transactions. Kind regards,

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