

Sheinberg, Samuel I.

Sent: Friday, Oct 13, 2023 10:29:58 AM
To: Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Shaffer, Kristin; Sheinberg, Samuel I.; Six, Anne; Fetterman, Michelle; Burton, June
Subject: FW: Filing in the alternative due to fund structure

From: Whitehead, Nora <nwhitehead@ftc.gov>
Sent: Friday, October 13, 2023 10:29:58 AM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: Filing in the alternative due to fund structure

We agree with your prop[REDACTED]

From: HSRHelp <HSRHelp@ftc.gov>
Sent: Thursday, October 12, 2023 12:17 PM
To: Walsh, Kathryn E. <kwalsh@ftc.gov>; Berg, Karen E. <KBERG@ftc.gov>; Shaffer, Kristin <kshaffer@ftc.gov>; Sheinberg, Samuel I. <SSHEINBERG@ftc.gov>; Six, Anne <ASIX@ftc.gov>; Nora Whitehead <nwhitehead@ftc.gov>; Fetterman, Michelle <MFETTERMAN@ftc.gov>; Burton, June <JBURTON@ftc.gov>
Subject: FW: Filing in the alternative due to fund structure

From: [REDACTED]
To: HSRHelp <HSRHelp@ftc.gov>
Subject: Filing in the alternative due to fund structure

Hi [REDACTED] team,
We represent a PE firm in [REDACTED] that will be filing on behalf of one different entity [REDACTED] will be the UPE at the time of closing, but the entities are controlled by different acquiring persons. We do not know which entity will be the UPE due to [REDACTED] issue with UPE uncertainty, we propose submitting filings on behalf of each potential UPE. Although the [REDACTED] HSR filings will differ (and separate filing fees will be paid), because of common management of the two entities by the PE firm, both UPEs will have the same associates and be associates of each other. [REDACTED] UPEs can attest to a good faith intention to complete the transaction, subject to resolution of the fundraising process. Could you please let us know if you agree with this approach?

Thank you,

[REDACTED]

[REDACTED]