

Sheinberg, Samuel I.

From: HSRHelp
Sent: Friday, October 14, 2022 10:03 AM
To: Walsh, Kathryn E.; Berg, Karen E.; Shaffer, Kristin; Sheinberg, Samuel I.; Six, Anne; Whitehead, Nora; Fetterman, Michelle
Subject: FW: Item 3a

From: Musick, Vesselina <vmusick@ftc.gov>
Sent: Friday, October 14, 2022 10:02:50 AM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: Item 3a

Please create an Item 3a Annex where you list all of the subsidiaries whose assets are being acquired as you would in Item 3a and refer to the annex in responding to Items 1f and 3a, in endnotes, and wherever else you may need to refer to all of the acquired entities. If the 10 entities comprise a business, please provide the name of the business in Item 3a in addition to the reference to the annex, so that we have a collective name for all the entities for our records.

From: [REDACTED]
Sent: Thursday, October 13, 2022 12:00:25 PM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: Item 3a

Good morning

Would you please be able to confirm what entity information should be listed in the acquired entities boxes in 3a?

We have one UPE and ten wholly-owned acquired entities. Based on this statement in the instructions, "It is not necessary to list every subsidiary wholly-owned owned by an acquired entity," I normally list only the top level entities. However, in this case, we have one UPE with ten wholly-owned entities whose assets are being sold. They are not stacked so that each is a top level entity within the UPE. Do I need to list them all separately in the entity boxes when they are described in the Transaction Description? Thank you.

[REDACTED]

[REDACTED]