

Sheinberg, Samuel I.

From: Sheinberg, Samuel I.
Sent: Tuesday, July 11, 2023 11:12 AM
To: [REDACTED]
Cc: HSRHelp
Subject: RE: 802.2(c)

Hi [REDACTED]

You should value all the equipment and materials used for construction that are being acquired as part of this transaction.

Sam

From: HSRHelp <HSRHelp@ftc.gov>
Sent: Monday, July 10, 2023 5:51 PM
To: Walsh, Kathryn E. <kwalsh@ftc.gov>; Berg, Karen E. <KBERG@ftc.gov>; Musick, Vesselina <vmusick@ftc.gov>; Shaffer, Kristin <kshaffer@ftc.gov>; Sheinberg, Samuel I. <SSHEINBERG@ftc.gov>; Six, Anne <asix@ftc.gov>; Whitehead, Nora <nwhitehead@ftc.gov>; Fetterman, Michelle <mfetterman@ftc.gov>
Subject: FW: 802.2(c)

From: [REDACTED]
Sent: Monday, July 10, 2023 5:50:27 PM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp <HSRHelp@ftc.gov>
Subject: 802.2(c)

Hi all –

Our client is acquiring 50% or more of the interests in a company that will be building an energy infrastructure project. At the time of closing, construction will likely have become, but the project will be years away from being operational. Similar to interpretation [2105001](#), the assets will consist of land, various agreements, permits, documents, etc. The assets will also include equipment and materials for construction – some already delivered at the time of closing and some ordered, but not yet delivered. Would we need to include all, some (i.e. just what's been delivered at closing) or no value of such materials or equipment in determining if the entity will hold HSR reportable assets in excess of the threshold. None of these assets will have generated \$5 million in revenues in the 36 months preceding closing.

Many thanks,
[REDACTED]

[Redacted]

[Redacted]