

Sheinberg, Samuel I.

From: Sheinberg, Samuel I.
Sent: Wednesday, July 26, 2023 7:41 AM
To: [REDACTED]
Cc: HSRHelp
Subject: RE: Fact Pattern Inquiry

Hi [REDACTED]
In situations like this you can note in Item 4(b): the UPE is a newly-formed entity and does not have financial statements. For Item 5(a) you can note at the bottom of the page that the UPE is a newly-formed entity with no revenue to report.

Sam Sheinberg

From: HSRHelp <HSRHelp@ftc.gov>
Sent: Tuesday, July 25, 2023 4:20 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: Fact Pattern Inquiry

From: [REDACTED]
Sent: Tuesday, July 25, 2023 4:19:31 PM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp <HSRHelp@ftc.gov>
Cc: [REDACTED]
Subject: Fact Pattern Inquiry

Hello,

Our UPE is a newly formed fund that does not have any audited or unaudited financials and no assets. It only has capital contributions at this stage and our size of transaction exceeds the \$200M as adjusted threshold, so the size of person test is not relevant to the jurisdictional analysis. Given this, can we stipulate that our UPE currently does not meet the size of person but that due to the size of our transaction, the size of person analysis is not relevant to the determination of reportability?

Please let us know if you have any questions.

Thanks,

[REDACTED]

[REDACTED]

