

Sheinberg, Samuel I.

From: [REDACTED]
Sent: Monday, May 3, 2021 1:53 PM
To: Walsh, Kathryn E.; Berg, Karen E.; Sheinberg, Samuel I.; Six, Anne; Musick, Vesselina
Subject: FW: Size of Transaction calculation

From: Whitehead, Nora <nwhitehead@ftc.gov>
Sent: Monday, May 3, 2021 1:52:56 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: RE: Size of Transaction calculation

CUI

Agree.

[REDACTED]

From: [REDACTED]
Sent: Monday, May 3, 2021 8:19:12 AM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: [REDACTED]
Subject: Size of Transaction calculation

Dear all,

I hope you all had a lovely weekend. We are advising on a transaction wherein the Buyer and Seller went through litigation over the closing of the contemplated transaction. The transaction value was below the size of transaction threshold and the transaction was not reportable under the HSR Act. The Buyer is now closing the transaction but may be ordered to pay interest and/or penalties to the Seller for the delay in closing as part of the judgment in connection with the litigation. Do you agree that any such penalty or interest imposed and paid to the seller would not be included in the size of transaction calculation because it is not consideration for the business? Thank you very much for your help.

[REDACTED]

[REDACTED]

