

**Sheinberg, Samuel I.**

---

**From:** Sheinberg, Samuel I.  
**Sent:** Thursday, June 3, 2021 2:50 PM  
**To:** [REDACTED]  
**Cc:** [REDACTED]  
**Subject:** RE: Item 4(b)

[REDACTED]

If these are how the financials are made in ordinary course, then this is fine.

Yes, you can stipulate that the UPE meets the SOP test.

Yes, each UPE can submit its own form.

---

[REDACTED]

---

**From:** [REDACTED]  
**Sent:** Thursday, June 3, 2021 1:20:28 PM (UTC-05:00) Eastern Time (US & Canada)  
**To:** [REDACTED]  
**Subject:** Item 4(b)

Greetings:

I am preparing a filing where the acquired entity is controlled equally by two natural persons, who are the UPEs. The acquired entity does not prepare an annual report but instead prepares a monthly income statement showing income and expense for the month, calendar year to date and prior 12-months. Would it be appropriate to submit those financials under item 4(b)?

Also, these financials do not establish that the UPEs meet the size of person test, although each UPE does meet the size of person test. Is it sufficient to state in the form under item 4(b) that "The filing person stipulates that he meets the size of person test."?

Finally, although I could not find guidance specifying that each UPE of an acquired person must file its own Notification and Report Form, that is what I plan to do unless you disagree.

Thank you very much in advance for your assistance.

