

Sheinberg, Samuel I.

From: Sheinberg, Samuel I.
Sent: Monday, June 7, 2021 12:20 PM
To: [REDACTED]
Cc: [REDACTED]
Subject: RE: Acquired UPE question

[REDACTED]

What you suggest is fine.

Thank you,
Sam

[REDACTED]

From: [REDACTED]
Sent: Monday, June 7, 2021 11:09:01 AM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Subject: Acquired UPE question

Buyer and Seller intend to makes HSR filings based off an executed letter of intent. At some point prior to closing, Seller (which is its own UPE) will form Newco for the purpose of contributing certain assets and liabilities of Seller. It is anticipated that the equity of Newco will be distributed to equityholders of Seller, none of whom will acquire control of Newco. Buyer will then acquire all of the equity interests of Newco in exchange for cash and minority interests in a parent company of Buyer.

Since Newco is not yet formed, could you confirm that it would be appropriate for Seller to be listed as the acquiring person's UPE (and to execute the filing on behalf of the acquiring person), with an explanation that Newco may become its own UPE prior to closing?

[REDACTED]

[REDACTED]

