

Sheinberg, Samuel I.

From: HSRHelp
Sent: Wednesday, April 17, 2024 10:40 AM
To: Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Shaffer, Kristin; Sheinberg, Samuel I.; Six, Anne; Whitehead, Nora; Burton, June; Larson, Peter
Subject: FW: Question Regarding SOP Calculations for Natural Person UPE

From: Fetterman, Michelle <mfetterman@ftc.gov>
Sent: Wednesday, April 17, 2024 10:39:38 AM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp <HSRHelp@ftc.gov>; [REDACTED]
Subject: RE: Question Regarding SOP Calculations for Natural Person UPE

[REDACTED]

Section 801.11(d) only applies to assets that a natural person holds directly. Hence, the assets of the LLC entity, as shown on the last regularly-prepared balance sheet produced within the 15 months prior to filing, should also be included for purposes of calculating the SOP.

Michelle Fetterman
Staff Attorney
Premerger Notification Office
Federal Trade Commission

From: [REDACTED]
Sent: Friday, April 12, 2024 4:41:47 PM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp <HSRHelp@ftc.gov>
Cc: [REDACTED]
Subject: Question Regarding SOP Calculations for Natural Person UPE

Dear PNO:

I have a question about calculating the SOP where the UPE is a natural person that hasn't come up for me before. Our UPE controls two entities for HSR purposes. One of the two entities is the target entity (non-manufacturing) in a potential transaction, so obviously the assets of this target entity as shown on the last regularly-prepared balance sheet will be included for purposes of calculating the SOP.

The other entity, however, is an LLC that holds farm property owned by the UPE that does not produce income, including a personal residence, barn, some personal vehicles, and a tractor used to maintain the farmland. Because none of the property held by the LLC produces income (and is not held by the UPE for the purposes of holding income) does it get excluded for purposes of calculating the SOP, or do just those items clearly delineated in 801.11(d) get excluded (i.e., the personal residence and personal vehicles)?

Thanks very much, and have a wonderful weekend.

[REDACTED]

[REDACTED]

[REDACTED]
