

Sheinberg, Samuel I.

From: HSRHelp
Sent: Wednesday, January 25, 2023 11:28 AM
To: Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Shaffer, Kristin; Sheinberg, Samuel I.; Six, Anne; Fetterman, Michelle
Subject: FW: Fact Pattern Inquiry

From: Whitehead, Nora <nwhitehead@ftc.gov>
Sent: Wednesday, January 25, 2023 11:28:21 AM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: Fact Pattern Inquiry

We agree.

From: HSRHelp <HSRHelp@ftc.gov>
Sent: Tuesday, January 24, 2023 5:21 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, January 24, 2023 5:20:28 PM (UTC-05:00) Eastern Time (US & Canada)
To: HSRHelp <HSRHelp@ftc.gov>
Cc: [REDACTED]
Subject: Fact Pattern Inquiry

Hello,

We have a transaction where due to technicalities under local laws of Argentina, the acquirer delivered an executed offer, attaching the unexecuted SPA, and sellers delivered an executed acceptance letter indicating their acceptance of the acquirer's offer letter. For the avoidance of doubt, the offer letter is only executed by the acquirer, and the acceptance letter, which references the offer letter, is only executed by the sellers. We plan to include the executed offer and acceptance letters along with the agreed upon but unexecuted Share Purchase Agreement for Item 3. Our view is that this is a sufficient basis for parties to file but wanted to confirm you agree.

Please let us know if you have any questions.

Thanks,

[REDACTED]

[REDACTED]