

## Sheinberg, Samuel I.

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**From:** HSRHelp  
**Sent:** Wednesday, February 16, 2022 9:51 AM  
**To:** Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Shaffer, Kristin; Sheinberg, Samuel I.; Six, Anne  
**Subject:** FW: Question re filing fee

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**From:** Whitehead, Nora <nwhitehead@ftc.gov>  
**Sent:** Wednesday, February 16, 2022 9:50:50 AM (UTC-05:00) Eastern Time (US & Canada)  
**To:** [REDACTED]  
**Subject:** RE: Question re filing fee

Each of A and B would determine its acquisition price for 50% of the NCIs of the target in accordance with 801.10(d), and determine its fee accordingly.

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**From:** HSRHelp <HSRHelp@ftc.gov>  
**Sent:** Wednesday, February 16, 2022 8:52 AM  
**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>  
**Subject:** FW: Question re filing fee

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**From:** [REDACTED]  
**Sent:** Wednesday, February 16, 2022 8:51:52 AM (UTC-05:00) Eastern Time (US & Canada)  
**To:** HSRHelp <HSRHelp@ftc.gov>  
**Cc:** [REDACTED]  
**Subject:** Question re filing fee

Dear PNO,

We have a transaction in which two separate UPEs (A and B) are each acquiring 50% of the non-corporate interests of target (C), 49% directly and the remaining 1% by acquiring C's general partner through a joint acquisition vehicle (AB Vehicle). A and B are both UPEs of AB Vehicle. A and B are submitting separate acquiring person HSR filings (please confirm that is necessary). For such filings, A and B will each need to pay separate HSR filing fees per 803.9. The total size of the transaction for 100% of the interests in C exceeds the highest filing fee threshold, but 50% of the total value of the target falls within the \$125k filing fee threshold. If A and B were each acquiring 50% of the non-corporate interests of target C directly, each of A and B would pay the \$125k filing fee. Although A and B are using a jointly-controlled vehicle to acquire the 1% interest in C held by C's general partner, we do not see that as materially different. As such, we think A and B should each still pay the \$125k filing fee based on the value of the 50% interest in C that each will hold as a result of the transaction. Could you please confirm? Thank you.

Best regards,

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]