

**Sheinberg, Samuel I.**

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**From:** [REDACTED]  
**Sent:** Tuesday, May 12, 2020 11:32 AM  
**To:** Walsh, Kathryn E.; Berg, Karen E.; Carson, Timothy; Sheinberg, Samuel I.; Six, Anne; Musick, Vesselina  
**Subject:** FW: HSR Question

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**From:** Whitehead, Nora  
**Sent:** Tuesday, May 12, 2020 11:31:52 AM (UTC-05:00) Eastern Time (US & Canada)  
**To:** [REDACTED]  
**Cc:** [REDACTED]  
**Subject:** RE: HSR Question

Agree.

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[REDACTED]

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**From:** [REDACTED]  
**Sent:** Tuesday, May 12, 2020 10:26:37 AM (UTC-05:00) Eastern Time (US & Canada)  
**To:** [REDACTED]  
**Subject:** HSR Question

Good Morning,

I have a quick question regarding a particular transaction.

Under an asset purchase deal our client "A" would acquire assets from entity "B" with which A has a history of litigation (including various cross-claims, none of which completed or led to any judgments).

The deal would include a release of all claims for \$10 million, which would be credited to B, reducing the amount of cash paid by A at closing.

We think that in determining the size of transaction for HSR purposes, this \$10 million must nevertheless be added to the overall deal value, as it is akin to an assumed liability. Agree?

Thanks in advance for your response.

[REDACTED]

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[Redacted]

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