

Sheinberg, Samuel I.

From: HSRHelp
Sent: Friday, August 6, 2021 4:56 PM
To: Walsh, Kathryn E.; Berg, Karen E.; Sheinberg, Samuel I.; Six, Anne; Whitehead, Nora; Musick, Vesselina
Subject: FW: NAICS, Item 5

From: Shaffer, Kristin <kshaffer@ftc.gov>
Sent: Friday, August 6, 2021 4:56:18 PM (UTC-05:00) Eastern Time (US & Canada)
To: [REDACTED]
Cc: HSRHelp <HSRHelp@ftc.gov>
Subject: RE: NAICS, Item 5

[REDACTED]
We agree that you may restate the entire year's sales.

Best regards,
Kristin
Kristin Shaffer
Attorney
Premerger Notification Office
Federal Trade Commission
202-326-2388 | kshaffer@ftc.gov

From: [REDACTED]
Sent: Friday, August 6, 2021 3:51 PM
To: HSRHelp <HSRHelp@ftc.gov>
Subject: NAICS, Item 5

Dear Staff:

We are preparing a filing for an acquiring person which spun-out certain manufacturing assets in the middle of the 2020 NAICS reporting year for the filing. Prior to the spin-off, it would have reported all manufacturing revenue (and not redundant downstream sales) per ABA Manual Interp. No. 191 (5th ed. 2015).

At least for the portion of 2020 subsequent to the spin-off, presumably it would report continuing downstream sales of products manufactured by third parties in non-manufacturing codes. We have not located specific guidance on the point, but we are inclined to restate the entire year sales (other than any continued manufacturing operations) as non-manufacturing revenue. Please let us know whether you agree that is appropriate or whether we should split the categorization of the revenues as manufacturing prior to the spin-off date and non-manufacturing thereafter.

Please contact me if you need further information or would like to discuss.

Regards,

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

