

## Hart-Scott-Rodino Transaction Thresholds Decrease on February 22, 2010

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*Effective February 22, 2010, the minimum transaction value triggering a Hart-Scott-Rodino filing will decrease for the first time, from \$65.2 million to \$63.4 million, based on changes in the United States Gross National Product.*

### Indexing: Lowest Threshold Decreases from \$65.2 Million to \$63.4 Million

When Congress amended the Hart-Scott-Rodino (HSR) Act in 2001, it required the Federal Trade Commission (FTC) to revise the jurisdictional thresholds annually, beginning in 2005, based on changes in the United States Gross National Product. For the first time, the thresholds will decrease in the sixth revision, which will become effective on February 22, 2010. 75 Fed. Reg. 3468 (Jan. 21, 2010). In the HSR Regulations, the FTC inserted the words “as adjusted” in each regulation that must be indexed. All of the “adjusted” regulations are set forth in the attached chart.

### Summary Chart of HSR Indexing (Effective February 22, 2010)

| 2001 HSR Provision                     | New Indexed Amount | Citation                    |
|----------------------------------------|--------------------|-----------------------------|
| \$50 million jurisdictional threshold  | \$63.4 million     | 15 USC § 7A(a)(2)(B)(i)     |
| \$200 million jurisdictional threshold | \$253.7 million    | 15 USC § 7A(a)(2)(A)        |
| Size-of-person test                    |                    |                             |
| \$10 million size-of-person test       | \$12.7 million     | 15 USC § 7A(a)(2)(B)(ii)(i) |
| \$100 million size-of-person test      | \$126.9 million    | 15 USC § 7A(a)(2)(B)(ii)(i) |

| 2001 HSR Provision                                                                                     | New Indexed Amount                             | Citation                  |
|--------------------------------------------------------------------------------------------------------|------------------------------------------------|---------------------------|
| Notification thresholds                                                                                |                                                |                           |
| \$50 million                                                                                           | \$63.4 million                                 | 16 CFR § 801.1(h)(1)      |
| \$100 million                                                                                          | \$126.9 million                                | 16 CFR § 801.1(h)(2)      |
| \$500 million                                                                                          | \$634.4 million                                | 16 CFR § 801.1(h)(3)      |
| 25% of shares if valued over \$1 billion                                                               | 25% of shares if valued over \$1,268.7 million | 16 CFR § 801.1(h)(4)      |
| 50% of shares if valued over \$50 million                                                              | 50% of shares if valued over \$63.4 million    | 16 CFR § 801.1(h)(5)      |
| Filing fee                                                                                             |                                                |                           |
| \$50 million transaction                                                                               | \$63.4 million [Filing fee: \$45,000]          | 15 USC § 18a note 3(b)(1) |
| \$100 million transaction                                                                              | \$126.9 million [Filing fee: \$125,000]        | 15 USC § 18a note 3(b)(2) |
| \$500 million transaction                                                                              | \$634.4 million [Filing fee: \$280,000]        | 15 USC § 18a note 3(b)(3) |
| Size-of-person test for participants in formation of new entities if value is less than \$200 million: | Less than \$253.7 million                      | 16 CFR § 801.40           |
|                                                                                                        |                                                | 16 CFR § 801.50           |
|                                                                                                        |                                                |                           |
| \$100 million                                                                                          | \$126.9 million                                |                           |
| \$10 million                                                                                           | \$12.7 million                                 |                           |
| Exempt acquisition of foreign assets:                                                                  |                                                | 16 CFR § 802.50           |
| Sales in or into the U.S. assets, \$50 million or less                                                 | \$63.4 million or less                         |                           |
| Transaction \$200 million or less and:                                                                 | \$253.7 million or less and                    |                           |
| Aggregate sales in/into U.S. of both parties less than \$110 million                                   | \$139.6 million or less                        |                           |
| Aggregate assets in U.S. of both parties valued less than \$110 million                                | \$139.6 million or less                        |                           |
| Exempt acquisition of foreign securities                                                               |                                                | 16 CFR § 802.51           |
| Value of U.S. assets \$50 million or less and sales in/into U.S. \$50 million or less                  | \$63.4 million or less                         |                           |
| Transaction \$200 million or less, and:                                                                | \$253.7 million or less and                    |                           |
| Aggregate sales in/into U.S. of both parties less than \$110 million                                   | \$139.6 million or less                        |                           |
| Aggregate assets in U.S. of both parties valued less than \$110 million                                | \$139.6 million or less                        |                           |

### Amount of Filing Fees Unchanged

The filing fees will not change, but the transaction value that triggers each fee will be indexed with the new jurisdictional thresholds:

| 2001 HSR Provision                 | New Indexed Threshold | Filing Fee Amount |
|------------------------------------|-----------------------|-------------------|
| \$50 million value of transaction  | \$63.4 million        | \$45,000          |
| \$100 million value of transaction | \$126.9 million       | \$125,000         |
| \$500 million value of transaction | \$634.4 million       | \$280,000         |

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