

January 2009

FTC Announces Revised Hart-Scott-Rodino Thresholds

The Federal Trade Commission (the "FTC") has revised the jurisdictional and filing fee thresholds of the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the "HSR Act") and the Premerger Notification Rules (the "Rules"). The adjustments to the dollar thresholds of the HSR Act and Rules (based on changes in the gross national product) are required by the 2000 amendments to the HSR Act. The new thresholds take effect on **February 12, 2009** and will apply to transactions that close on or after that date.

The HSR Act requires parties intending to merge or to acquire assets, voting securities or certain non-corporate interests to notify the FTC and the Department of Justice, Antitrust Division, and to observe certain waiting periods before consummating the acquisition if certain filing thresholds are met. Notification and Report Forms must be submitted by the parties to a transaction if both the (1) size of transaction and (2) size of parties thresholds are met, unless an exemption from filing applies.

1. Size of Transaction

The minimum size of transaction threshold is \$65.2 million, increased from the 2008 threshold of \$63.1 million.

2. Size of Parties

The size of parties threshold is inapplicable if the value of the transaction exceeds \$260.7 million (formerly \$252.3 million for 2008). For transactions with a value between \$65.2 million and \$260.7 million, the size of parties threshold must be met and will be satisfied in one of the following three ways:

	I	II	III
<i>Acquiring Person:</i>	\$130.3 million annual net sales or total assets	\$130.3 million annual net sales or total assets	\$13.0 million annual net sales or total assets
	<i>and</i>	<i>and</i>	<i>and</i>
<i>Acquired Person:</i>	\$13.0 million total assets	a manufacturer with \$13.0 million annual net sales or total assets	\$130.3 million annual net sales or total assets

© 2009 Paul, Weiss, Rifkind, Wharton & Garrison LLP. In some jurisdictions, this advisory may be considered attorney advertising. Past representations are no guarantee of future outcomes.

NEW YORK

1285 Avenue of the Americas
New York, NY 10019-6064
+1 212 373 3000

WASHINGTON, D.C.

2001 K Street NW
Washington, DC 20006-1047
+1 202 223 7300

LONDON

Alder Castle, 10 Noble Street
London EC2V 7JU
United Kingdom
+44 20 7367 1600

TOKYO

Fukoku Seimei Building, 2nd Floor
2-2, Uchisaiwaicho 2-chome
Chiyoda-ku, Tokyo 100-0011
Japan
+81 3 3597 8101

BEIJING

Unit 3601, Fortune Plaza Office
Tower A
No. 7 Dong Sanhuan Zhonglu
Chao Yang District, Beijing 100020
People's Republic of China
+86 10 5828 6300

HONG KONG

12th FL, Hong Kong Club Building
3A Chater Road
Central Hong Kong
+852 2536 9933

The various jurisdictional thresholds, notification thresholds, filing fee thresholds and thresholds applicable to certain exemptions will also increase as summarized in Appendix A to this memorandum.

* * * *

Any questions concerning these changes or the premerger notification requirements of the HSR Act should be addressed to any of the following:

Moses Silverman	212-373-3355	msilverman@paulweiss.com
Joseph J. Simons	202-223-7370	jsimons@paulweiss.com
Aidan Synnott	212-373-3213	asynnott@paulweiss.com
Didier Malaquin	212-373-3343	dmalaquin@paulweiss.com
Marta P. Kelly	212-373-3625	mkelly@paulweiss.com

APPENDIX A

Summary of Revised Jurisdictional Thresholds of the HSR Act and Rules

<u>Relevant Section of HSR Act or Rules</u>	<u>Original Thresholds</u>	<u>2008 Thresholds</u>	<u>New Thresholds</u>
§7A(a)(2)(A) size of transaction test	\$200 million	\$252.3 million	\$260.7 million
§7A(a)(2)(B)(i) size of transaction test	\$50 million	\$63.1 million	\$65.2 million
§7A(a)(2)(B)(ii) size of parties test	\$10 million	\$12.6 million	\$13.0 million
§7A(a)(2)(B)(ii) size of parties test	\$100 million	\$126.2 million	\$130.3 million
§7A note -- filing fee thresholds*	\$50 million \$100 million \$500 million	\$63.1 million \$126.2 million \$630.8 million	\$65.2 million \$130.3 million \$651.7 million
Thresholds and limitation values in the Rules (16 C.F.R. Parts 801-803)**	\$10 million \$50 million \$100 million \$110 million \$200 million \$500 million \$1 billion	\$12.6 million \$63.1 million \$126.2 million \$138.8 million \$252.3 million \$630.8 million \$1,261.5 million	\$13.0 million \$65.2 million \$130.3 million \$143.4 million \$260.7 million \$651.7 million \$1,303.4 million

* The filing fee amounts, which are currently \$45,000, \$125,000 and \$280,000, remain unchanged. For transactions valued at more than \$65.2 million, but less than \$130.3 million, the filing fee is \$45,000. For transactions valued at \$130.3 million or more, but less than \$651.7 million, the filing fee is \$125,000. For transactions valued at \$651.7 million or more, the filing fee is \$280,000.

** The \$200 million and \$500 million limitations set forth in Rule 802.3 for acquisitions of certain carbon-based mineral reserves remain unchanged.