

From: [Storm, Evan](#)
To: [REDACTED]
Subject: RE: Question regarding informal interpretation
Date: Tuesday, May 03, 2016 2:02:57 PM

[REDACTED]

Whether a new filing is required is determined by whether the acquisition of the additional assets is part of the same deal that was originally filed for or is part of a new acquisition. Here, the “additional ancillary assets” appear to be part of the initial deal, but since they were not included within the original HSR filing a new filing is required. This filing will start a new waiting period. Also, if the additional assets result in the transaction price crossing a higher filing fee threshold, the difference in the fee must be paid.

The new filing will require new certification and affidavit pages, any new documentary attachments, and updates to any of the information in the form.

Please let us know when this filing is made so we deal with the filing fee and assigned transaction number.

Regards
Evan

From: [REDACTED]
Sent: Monday, May 02, 2016 4:38 PM
To: Walsh, Kathryn E.; Whitehead, Nora; Storm, Evan
Subject: Question regarding informal interpretation

Kate, Nora and Evan,

Could you please let me know if Informal Interpretation #0702012 is still the PNO's position? Specifically, where parties to an asset purchase have filed HSR and observed the waiting period, can you confirm that the parties need not re-file if they subsequently decide (either through an amendment to the APA, or in the definitive APA if the parties filed on an LOI) to include additional ancillary assets among the acquired assets, so long as the additional assets are not valued in excess of \$50 million (as adjusted)? Assume that the additional assets (valued well below \$78.2 million) would not affect the enforcement agencies' antitrust analysis.

Thanks in advance,

[REDACTED]

[REDACTED]