

## Sheinberg, Samuel I.

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**From:** HSRHelp  
**Sent:** Monday, September 12, 2022 3:40 PM  
**To:** Walsh, Kathryn E.; Berg, Karen E.; Musick, Vesselina; Sheinberg, Samuel I.; Six, Anne; Whitehead, Nora; Fetterman, Michelle  
**Subject:** FW: HSR Notice Inquiry

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**From:** Shaffer, Kristin <kshaffer@ftc.gov>  
**Sent:** Monday, September 12, 2022 3:39:59 PM (UTC-05:00) Eastern Time (US & Canada)  
**To:** [REDACTED]  
**Cc:** HSRHelp <HSRHelp@ftc.gov>  
**Subject:** RE: HSR Notice Inquiry

[REDACTED]

The fee is based upon the size of the reportable transaction. Therefore, the value of the assets held by the other UPE would not be included. Please do describe the totality of the transaction in Item 3(a), though.

Best regards,  
Kristin

**Kristin Shaffer**

Attorney  
Premerger Notification Office  
Federal Trade Commission  
202-326-2388 | [kshaffer@ftc.gov](mailto:kshaffer@ftc.gov)

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**From:** [REDACTED]  
**Sent:** Monday, September 12, 2022 2:26:07 PM (UTC-05:00) Eastern Time (US & Canada)  
**To:** HSRHelp <HSRHelp@ftc.gov>  
**Subject:** HSR Notice Inquiry

I am in the process of preparing the Notification and Report Form under the HSR Act. Our office represents the Seller. This transaction involves the sale of assets of four separate entities. Three of the entities are majority owned by one reporting UPE. The fourth entity, is majority owned by a separate non-reporting UPE. The assets of all four entities are covered by a single asset purchase agreement.

I am trying to clarify the calculation of the filing fee. Aggregate value of assets of the reporting UPE (owning 3 entities) are below the \$202million level. However, when the value of assets for the fourth entity are added, the total asset value exceeds \$202million. It would be my understanding that the filing fee is calculated based on all assets, even though a portion of the assets in the transaction are not held by the filing UPE. Can you confirm this for me?

Thank you.

[REDACTED]

[REDACTED]