



September 29, 2022

The Honorable Nancy Pelosi
Speaker
U.S. House of Representatives
Washington, DC 20515

The Honorable Chuck Schumer
Majority Leader
U.S. Senate
Washington, DC 20510

The Honorable Steny Hoyer
Majority Leader
U.S. House of Representatives
Washington, DC 20515

The Honorable Dick Durbin
Majority Whip
Chair, Judiciary Committee
U.S. Senate
Washington, DC 20510

The Honorable Jerrold Nadler
Chair, Judiciary Committee
U.S. House of Representatives
Washington, DC 20515

The Honorable Amy Klobuchar
Chair, Subcommittee on Competition
Policy, Antitrust, and Consumer
Rights
U.S. Senate
Washington, DC 20510

The Honorable David Cicilline
Chair, Subcommittee on Antitrust,
Commercial, and Administrative Law
U.S. House of Representatives
Washington, DC 20515

RE: Important Antitrust Legislation- H.R. 3843

Dear Speaker Pelosi, Majority Leader Schumer, Majority Leader Hoyer, Majority Whip Durbin, Chair Nadler, Chair Klobuchar, and Chair Cicilline:

We write to urge you to pass the Merger Filing Fee Modernization Act of 2022.¹ We joined with a bipartisan group of 32 attorneys general in previous letter supporting this and other legislation, and we joined with a bipartisan group of 52 attorneys general in a separate letter supporting the venue changes in this Act. We believe now more than ever that the important, incremental changes provided for in this Act are necessary. As the chief legal officers in our states, this Act strengthens our ability to ensure the existence of a vigorous, competitive marketplace for our constituents.

First, we strongly support the changes to venue in Title III of the Act. This legislation recognizes the importance of state enforcement of antitrust laws by treating the states as sovereigns on equal footing with our federal partners. We are pleased that the Senate unanimously passed the State Antitrust Enforcement Venue Act², and we urge the House to do the same by passing the Merger Filing Fee Modernization Act of 2022.

We also support the effort to modernize the filing fees for mergers for the first time in more than twenty years. Our states routinely partner with the United States Department of Justice and the Federal Trade Commission to ensure mergers do not result in anticompetitive harms to our constituents. The Act would result in greater resources to our federal partners, which in turn will benefit our constituents through state and federal cooperation. And the Act accomplishes this in an equitable way by requiring the highest-value mergers at \$ 1 billion and more—which require the most resources to scrutinize—to pay commensurately higher fees, while lowering fees for smaller mergers. As companies become more consolidated, immense, and powerful, merger reviews are increasingly complex. These complex mergers require more sophisticated resources for robust review.

The Merger Filing Fee Modernization Act provides important, commonsense changes to support antitrust enforcement without changing underlying antitrust law. We urge you to pass the Act to ensure that our states and our federal partners may continue to advocate for a fair, competitive marketplace for the benefit of our constituents. These substantive changes cannot wait.

¹ H.R. 3843, 117th Cong. (2022)

² S. 1787, 117th Cong. (2022)

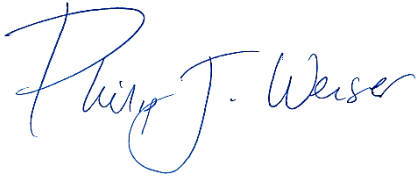
Sincerely,



Ellen F. Rosenblum
Oregon Attorney General



Tom Miller
Iowa Attorney General



Philip J. Weiser
Colorado Attorney General



William Tong
Connecticut Attorney General



Kathy Jennings
Delaware Attorney General



Kwame Raoul
Illinois Attorney General



Brian E. Frosh
Maryland Attorney General



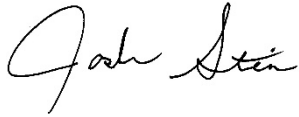
Maura Healey
Massachusetts Attorney General



Keith Ellison
Minnesota Attorney General



Leticia A. James
New York Attorney General



Josh Stein
North Carolina Attorney General



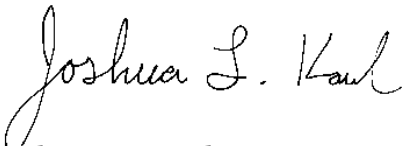
Josh Shapiro
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