

**PART 803—TRANSMITTAL RULES**

Sec.

- 803.1 Notification and Report Form.
- 803.2 Instructions applicable to Notification and Report Form.
- 803.3 Statement of reasons for noncompliance.
- 803.4 Foreign persons refusing to file notification.
- 803.5 Affidavits required.
- 803.6 Certification.
- 803.7 Expiration of notification.
- 803.8 Foreign language documents.
- 803.10 Running of time.
- 803.11 Termination of waiting period.
- 803.20 Requests for additional information or documentary material.
- 803.21 Additional information shall be supplied within reasonable time.
- 803.30 Formal and informal interpretations of requirements under the Act and the rules.
- 803.90 Separability.

**APPENDIX TO PART 803—ANTITRUST IMPROVEMENTS ACT NOTIFICATION AND REPORT FORM FOR CERTAIN MERGERS AND ACQUISITIONS**

AUTHORITY: Sec. 7A(d), Clayton Act, 15 U.S.C. 18A(d), as added by sec. 201, Hart-Scott-Rodino Antitrust Improvements Act of 1976, Pub. L. 94-435, 90 Stat. 1390.

SOURCE: 43 FR 33548, July 31, 1978, unless otherwise noted.

**§ 803.1 Notification and Report Form.**

(a) The notification required by the act shall be the Notification and Report Form set forth in the appendix to this part (803), as amended from time to time. All acquiring and acquired persons required to file notification by the act and these rules shall do so by completing and filing the Notification and Report Form, or a photostatic or other equivalent reproduction thereof, in accordance with the instructions thereon and these rules. Copies of the Notification and Report Form may be obtained in person from the Public Reference Branch, Room 130, Federal Trade Commission, Sixth Street and Pennsylvania Avenue NW., Washington, D.C., or by writing to the Premerger Notification Office, Room 303, Federal Trade Commission, Washington, DC 20580.

(b) Any person filing notification may, in addition to the submissions required by this section, submit any other information or documentary ma-

terial which such person believes will be helpful to the Federal Trade Commission and Assistant Attorney General in assessing the impact of the acquisition upon competition.

**§ 803.2 Instructions applicable to Notification and Report Form.**

(a) The notification required by the act shall be filed by the preacquisition ultimate parent entity, or by any entity included within the person authorized by such preacquisition ultimate parent entity to file notification on its behalf. In the case of a natural person required by the act to file notification, such notification may be filed by his or her legal representative: *Provided however*, That notwithstanding §§ 801.1(c)(2) and 801.2, only one notification shall be filed by or on behalf of a natural person, spouse and minor children with respect to an acquisition as a result of which more than one such natural person will hold voting securities of the same issuer.

*Example:* Jane Doe, her husband and minor child collectively hold more than 50 percent of the shares of family corporation F. Therefore, Jane Doe (or her husband or minor child) is the "ultimate parent entity" of a "person" composed to herself (or her husband or minor child) and F; see paragraphs (a)(3), (b) and (c)(2) of § 801.1. If corporation F is to acquire corporation X, under this paragraph only one notification is to be filed by Jane Doe, her husband and minor child collectively.

(b)(1) Except as provided in paragraph (b)(2) of this section and paragraph (c) of this section, items 5-9 and the appendix to the Notification and Report Form must be completed—

(i) By acquiring persons, with respect to all entities included within the acquiring person;

(ii) By acquired persons, in the case of an acquisition of assets, only with respect to the assets to be acquired;

(iii) By acquired persons, in the case of an acquisition of voting securities, with respect to only the issuer whose voting securities are being acquired, and all entities controlled by such issuer; and

(iv) By persons which are both acquiring and acquired persons, separately in the manner that would be required of acquiring and acquired persons under this paragraph, if different.

(2) For purposes of items 7–9 of the Notification and Report Form, the acquiring person shall regard the acquired person in the manner described in paragraphs (b)(1) (ii) and (iii) of this section.

*Example:* Person “A” is comprised of entities separately engaged in grocery retailing, auto rental, and coal mining. Person “B” is comprised of entities separately engaged in wholesale magazine distribution, auto rental and book publishing. “A” proposes to purchase 100 percent of the voting securities of “B”’s book publishing subsidiary. For purposes of item 5, under clause (b)(1)(i), “A” reports, the activities of all its entities; under clause (b)(1)(iii), “B” reports only the operations of its book publishing subsidiary. For purposes of items 7–9, under subparagraph (2) of this paragraph “A” must regard “B” as consisting only of its book publishing subsidiary, and must disregard the fact that “A” and “B” are both engaged in the auto rental business.

(c) In response to items 5, 7, 8, and 9 and the appendix to the Notification and Report Form—

(1) Information shall be supplied only with respect to operations conducted within the United States; and

(2) Information need not be supplied with respect to assets or voting securities to be acquired, the acquisition of which is exempt from the requirements of the act.

(d) The term *dollar revenues*, as used in the Notification and Report Form, means value of shipments for manufacturing operations, and sales, receipts, revenues, or other appropriate dollar value measure for operations other than manufacturing, f.o.b. the plant or establishment less returns, after discounts and allowances and excluding freight charges and excise taxes. Dollar revenues including delivery may be supplied if delivery is an integral part of the sales price. Dollar revenues include interplant transfers.

(e) A person filing notification may incorporate by reference only documentary materials required to be filed in response to item 4(a) of the Notification and Report Form and annual reports required to be filed in response to item 4(b), which were previously submitted with a filing by the same person and which are the most recent versions available; except that when the same parties file for a higher notification

threshold no more than 90 days after having made filings with respect to a lower threshold, each party may incorporate by reference in the subsequent filing any documents or information in its earlier filing provided that the documents and information are the most recent available.

[43 FR 33548, July 31, 1978, as amended at 48 FR 34438, July 29, 1983]

### §803.3 Statement of reasons for non-compliance.

A complete response shall be supplied to each item on the Notification and Report Form and to any request for additional information pursuant to section 7A(e) and §803.20. Whenever the person filing notification is unable to supply a complete response, that person shall provide, for each item for which less than a complete response has been supplied, a statement of reasons for noncompliance. The statement of reasons for noncompliance shall contain all information upon which a person relies in explanation of its non-compliance and shall include at least the following:

(a) Why the person is unable to supply a complete response;

(b) What information, and what specific documents or categories of documents, would have been required for a complete response;

(c) Who, if anyone, has the required information, and specific documents or categories of documents; and a description of all efforts made to obtain such information and documents, including the names of persons who searched for required information and documents, and where the search was conducted. If no such efforts were made, provide an explanation of the reasons why, and a description of all efforts necessary to obtain required information and documents;

(d) Where noncompliance is based on a claim of privilege, a statement of the claim of privilege and all facts relied on in support thereof, including the identity of each document, its author, addressee, date, subject matter, all recipients of the original and of any copies, its present location, and who has control of it.

[48 FR 34439, July 29, 1983]

**§ 803.4 Foreign persons refusing to file notification.**

(a) In an acquisition to which § 801.30 does not apply, and in which no assets (other than investment assets) located in the United States and no voting securities of a United States issuer will be acquired directly or indirectly, if a foreign acquired person refuses to file notification, then any other person which is a party to the acquisition may file notification on behalf of the foreign person. Such notification shall constitute the notification required of the foreign person by the act and these rules.

(b) Any person filing on behalf of the foreign person pursuant to this section must state in the affidavit required by § 803.5(b) that such foreign person has refused to file notification and must explain all efforts made by the person filing on behalf of the foreign person to obtain compliance with the act and these rules by such foreign person.

(c) Any notification filed on behalf of a foreign person pursuant to this section must contain all information and documentary material reasonably available to the person filing on behalf of the foreign person which such foreign person would be required to provide. Whenever information or documentary material is not reasonably available, the person filing on behalf of the foreign person shall so indicate on the Notification and Report Form, and need not supply the statement of reasons for noncompliance required by § 803.3.

(d) Any foreign person on whose behalf notification has been filed by another person pursuant to this section shall be a "person filing notification" for purposes of the act and these rules. Nothing in this section shall exempt a foreign person from the requirements of the act or these rules with respect to a request for additional information or an extension of the waiting period pursuant to section 7A(e) and these rules.

**§ 803.5 Affidavits required.**

(a)(1) *Section 801.30 acquisitions.* For acquisitions to which § 801.30 applies, the notification required by the act from each acquiring person shall contain an affidavit, attached to the front of the notification, attesting that the

issuer whose voting securities are to be acquired has received notice in writing by certified or registered mail, by wire or by hand delivery, at its principal executive offices, of:

(i) The identity of the acquiring person;

(ii) The fact that the acquiring person intends to acquire voting securities of the issuer;

(iii) The specific classes of voting securities of the issuer sought to be acquired; and if known, the number of securities of each such class that would be held by the acquiring person as a result of the acquisition or, if the number is not known, the specific notification threshold that the acquiring person intends to meet or exceed; and, if designated by the acquiring person, a higher threshold for additional voting securities it may hold in the year following the expiration of the waiting period;

(iv) The fact that the acquisition may be subject to the act, and that the acquiring person will file notification under the act with the Federal Trade Commission and Assistant Attorney General;

(v) The anticipated date of receipt of such notification under § 803.10(c); and

(vi) The fact that the person within which the issuer is included may be required to file notification under the act.

(2) The affidavit required by this paragraph must also state the good faith intention of the person filing notification to make the acquisition, and, in the case of a tender offer, that the intention to make the tender offer has been publicly announced.

*Example:* 1. This paragraph permits the tender offeror to file notification at any time after the intention to make the tender offer has been publicly announced.

In examples 2-5 assume that one percent of B's shares are valued at \$15 million.

2. "A" holds 100,000 shares of the voting securities of Company B. "A" has a good faith intention to acquire an additional 900,000 shares of Company B's voting securities. "A" states in its notice to B, *inter alia*, that as a result of the acquisition it will hold 1,000,000 shares. If 1,000,000 shares of Company B represents 20 percent of Company B's outstanding voting securities, the statement will be deemed by the enforcement agencies a notification for the 15 percent threshold.

3. Company A intends to acquire voting securities of Company B. "A" does not know exactly how many shares it will acquire, but it knows it will definitely acquire 15 percent and may acquire 50 percent of Company B's shares. "A"'s notice to the acquired person would meet the requirements of §803.5(a)(1)(iii) if it states, inter alia, either: "Company A has a present good faith intention to acquire 15 percent of the outstanding voting securities of Company B, and depending on market conditions, may acquire more of the voting securities of Company B and thus designates the 50 percent threshold" or "Company A has a present good faith intention to acquire 15 percent of the outstanding voting securities of Company B, and depending on market conditions may acquire 50 percent or more of the voting securities of Company B." The Commission would deem either of these statements as intending to give notice for the 50 percent threshold.

4. "A" states, inter alia, that, "depending on market conditions, it may acquire 100 percent of the shares of B." "A"'s notice does not comply with §803.5 because it does not state an intent to meet or exceed any notification threshold. "A"'s filing will be considered deficient within the meaning of §803.10(c)(2).

5. "A" states, inter alia, that it has commenced a tender offer for "up to 55 percent of the outstanding voting securities of Company B." "A"'s notice does not comply with §803.5 because use of the term "up to" does not state an intent to meet or exceed any notification threshold. The filing will therefore be considered deficient within the meaning of §803.10 (c)(2).

(3) The affidavit required by this paragraph must have attached to it a copy of the written notice received by the acquired person pursuant to paragraph (a)(1) of this section.

(b) *Non-section 801.30 acquisitions.* For acquisitions to which §801.30 does not apply, the notification required by the act shall contain an affidavit, attached to the front of the notification, attesting that a contract, agreement in principle or letter of intent to merge or acquire has been executed, and further attesting to the good faith intention of the person filing notification to complete the transaction.

[43 FR 33548, July 31, 1978, as amended at 48 FR 34439, July 29, 1983; 52 FR 7082, Mar. 6, 1987]

#### §803.6 Certification.

(a) The notification required by the act shall be certified:

(1) In the case of a partnership, by any general partner thereof;

(2) In the case of a corporation, by any officer or director thereof;

(3) In the case of a person lacking of officers, directors, or partners, by any individual exercising similar functions;

(4) In the case of a natural person, by such natural person or his or her legal representative;

(5) In the case of the estate of a deceased natural person, by any duly authorized legal representative of such estate.

(b) Additional information or documentary material submitted in response to a request pursuant to section 7A(e) and §803.20 shall be accompanied by a certification in the format appearing at the end of the Notification and Report Form, completed in accordance with paragraph (a) of this section by the person or individual to whom it was directed.

(c) In all cases, the certifying individual must possess actual authority to make the certification on behalf of the person filing notification.

[43 FR 33548, July 31, 1978, as amended at 48 FR 34429, July 29, 1983]

#### §803.7 Expiration of notification.

Notification with respect to an acquisition shall expire 1 year following the expiration of the waiting period. If the acquiring person's holdings do not, within such time period, meet or exceed the notification threshold with respect to which the notification was filed, the requirements of the act must thereafter be observed with respect to any notification threshold not met or exceeded.

*Example:* A files notification that 26 percent of the voting securities of corporation B are to be acquired. One year after the expiration of the waiting period, A has acquired only 22 percent of B's voting securities. Although §802.21 will permit "A" to purchase any amount of B's voting securities short of 25 percent within 5 years from the expiration of the waiting period, A's holdings may not meet or exceed the 25 percent notification threshold without "A" and "B" again filing notification and observing a waiting period.

#### §803.8 Foreign language documents.

(a) Whenever at the time of filing a Notification and Report Form there is

an English language outline, summary, extract or verbatim translation of any information or of all or portions of any documentary materials in a foreign language required to be submitted by the act or these rules, all such English language versions shall be filed along with the foreign language information or materials.

(b) Documentary materials or information in a foreign language required to be submitted in responses to a request for additional information or documentary material shall be submitted with verbatim English language translations, or all existing English language versions, or both, as specified in such request.

[48 FR 34440, July 29, 1983]

**§ 803.10 Running of time.**

(a) *Beginning of waiting period.* The waiting period required by the act shall begin on the date of receipt of the notification required by the act, in the manner provided by these rules (or, if such notification is not completed, the notification to the extent completed and a statement of the reasons for such noncompliance in accordance with § 803.3) from:

(1) In the case of acquisitions to which § 801.30 applies, the acquiring person;

(2) In the case of the formation of a joint venture or other corporation covered by § 801.40, all persons contributing to the formation of the joint venture or other corporation that are required by the act and these rules to file notification;

(3) In the case of all other acquisitions, all persons required by the act and these rules to file notification.

(b) *Expiration of waiting period.* (1) For purposes of section 7A(b)(1)(B), the waiting period shall expire at 11:59 p.m. Eastern Time on the 30th (or in the case of a cash tender offer, the 15th) calendar day (or if § 802.23 applies, such other day as that section may provide) following the beginning of the waiting period as determined under paragraph (a) of this section, unless extended pursuant to section 7A(e) and § 803.20, or section 7A(g)(2), or unless terminated pursuant to section 7A(b)(2) and § 803.11.

(2) Unless further extended pursuant to section 7A(g)(2), or terminated pursuant to section 7A(b)(2) and § 803.11, any waiting period which has been extended pursuant to section 7A(e)(2) and § 803.20 shall expire at 11:59 p.m. Eastern Time—

(i) On the 20th (or, in the case of a cash tender offer, the 10th) day following the date of receipt of all additional information or documentary material requested from all persons to whom such requests have been directed (or, if a request is not fully complied with, the information and documentary material submitted and a statement of the reasons for such noncompliance in accordance with § 803.3), by the Federal Trade Commission or Assistant Attorney General, whichever requested additional information or documentary material, at the office designated in paragraph (c) of this section, or

(ii) As provided in paragraph (b)(1) of this section, whichever is later.

(c)(1) *Date of receipt and means of delivery.* For purposes of this section the date of receipt shall be the date on which delivery is effected to the designated offices (Premerger Notification Office, Room 303, Federal Trade Commission, Washington, DC 20580, and Director of Operations, Antitrust Division, Room 3214, Department of Justice, Washington, DC 20530) during normal business hours. Delivery effected after 5 p.m. eastern time on a regular business day, or at any time on any day other than a regular business day, shall be deemed effected on the next following regular business day. Delivery should be effected directly to the designated office(s), either by hand or by certified or registered mail. If delivery of all required filings to all offices required to receive such filings is not effected on the same date, the date of receipt shall be the latest of the dates on which delivery is effected.

*Examples:* 1. In an acquisition other than a cash tender offer, assume that a request for additional information is issued to a person on the second day of the waiting period, and that the person supplies the response 5 days later. Under subparagraph (b)(2)(ii), the waiting period remains in effect through the 30th day, even though the 20th day after receipt of such additional information would occur earlier.

2. In an acquisition other than a tender offer, assume that requests for additional information are issued to both the acquiring and acquired persons on the 26th day of the waiting period. One person submits the additional information on the 35th day, while the other responds on the 44th day. Under this section, the waiting period expires twenty days following the last receipt of additional information, that is, it expires on the 64th day.

(2) *Deficient filings.* If notification or a response to a request for additional information or documentary material received by the Commission or Assistant Attorney General does not comply with these rules, the Commission or the Assistant Attorney General shall promptly notify the person filing such notification or response of the deficiencies in such filing, and the date of receipt shall be the date on which a filing which complies with these rules is received.

[43 FR 33548, July 31, 1978; 43 FR 36054, Aug. 15, 1978, as amended at 52 FR 7083, Mar. 6, 1987]

**§ 803.11 Termination of waiting period.**

(a) Except as provided in paragraph (c) of this section, no waiting period shall be terminated pursuant to section 7A(b)(2) unless—

(1) All notifications required to be filed with respect to the acquisition by the act and these rules (or, if such notification is not completed, the notification to the extent completed and a statement of the reasons for such non-compliance in accordance with § 803.3) have been received,

(2) It has been determined that no additional information or documentary material pursuant to section 7A(e) and § 803.20 will be requested, or, if such additional information or documentary material has been requested, it (or, if a request is not fully complied with, the information and documentary material submitted and a statement of the reasons for such noncompliance in accordance with § 803.3) has been received, and

(3) The Federal Trade Commission and the Assistant Attorney General have concluded that neither intends to take any further action within the waiting period.

(b) Any request for additional information or documentary material pursuant to section 7A(e) and § 803.20 shall

constitute a denial of all pending requests for termination of the waiting period.

(c) The Federal Trade Commission and the Assistant Attorney General may in their discretion terminate a waiting period upon the written request of any person filing notification or, notwithstanding paragraph (a) of this section, *sua sponte*. A request for termination of the waiting period shall be sent to the offices designated in § 803.10(c). Termination shall be effective upon notice to any requesting person by telephone, and such notice shall be given as soon as possible. Such notice shall also be confirmed in writing to each person which has filed notification, and notice thereof shall be published in the FEDERAL REGISTER in accordance with section 7A(b)(2). The Federal Trade Commission and the Assistant Attorney General also may use other means to make the termination public, prior to publication in the FEDERAL REGISTER in a manner that will make the information equally accessible to all members of the public.

[43 FR 33548, July 31, 1978, as amended at 54 FR 21427, May 18, 1989]

**§ 803.20 Requests for additional information or documentary material.**

(a)(1) *Persons and individuals subject to request.* Pursuant to section 7A(e)(1), the submission of additional information or documentary material relevant to the acquisition may be required from one or more persons required to file notification, and, with respect to each such person, from one or more entities included therein, or from one or more officers, directors, partners, agents, or employees thereof, if so required by the same request.

*Example:* A request for additional information may require a corporation and, in addition, a named officer or employee to provide certain information or documents, if both the corporation and the officer or employee are named in the same request. See subparagraph (b)(3) of this section.

(2) All the information and documentary material required to be submitted pursuant to a request under paragraph (a)(1) of this section shall be supplied to the Commission or to the Assistant Attorney General, whichever make such request, at such location as may

be designated in the request, or, if no such location is designated, at the office designated in §803.10(c). If such request is not fully complied with, a statement of reasons for noncompliance pursuant to §803.3 shall be provided for each item or portion of such request which is not full complied with.

(b)(1) *Who may require submission.* A request for additional information or documentary material with respect to an acquisition may be issued by the Federal Trade Commission or its designee, or by the Assistant Attorney General or his or her designee, but not by both to the same person, any entities included therein, or any officers, directors, partners, agents, or employees of that person.

(2) *When request effective.* A request for additional information or documentary material shall be effective—

(i) In the case of a written request, upon receipt of the request by the ultimate parent entity of the person to which the request is directed, (or, if another entity included within the person filed notification pursuant to §803.2(a), then by such entity), within the original 30-day (or, in the case of a cash tender offer, 15-day) waiting period (or, if §802.23 applies, such other period as that section provides); or

(ii) In the case of a written request, upon notice of the issuance of such request to the person to which it is directed within the original 30-day (or, in the case of a cash tender offer, 15-day) waiting period (or, if §802.23 applies, such other period as that section provides), provided that written confirmation of the request is mailed to the person to which the request is directed within the original 30-day (or, in the case of a cash tender offer, 15-day) waiting period (or, if §802.23 applies, such other period as that section provides). Notice to the person to which the request is directed may be given by telephone or in person. The person filing notification shall keep a designated individual reasonably available during normal business hours throughout the waiting period through the telephone number supplied on the certification page of the Notification and Report Form. Notice of a request for additional information or documentary ma-

terial need be given by telephone only to that individual or to the individual designated in accordance with paragraph (b)(2)(iii) of this section. Upon the request of the individual receiving notice of the issuance of such a request, the full text of the request will be read. The written confirmation of the request shall be mailed to the ultimate parent entity of the person filing notification, or if another entity within the person filed notification pursuant to §803.2(a), then to such entity.

(iii) When the individual designated in accordance with paragraph (b)(2)(ii) of this section is not located in the United States, the person filing notification shall designate an additional individual located within the United States to be reasonably available during normal business hours throughout the waiting period through a telephone number supplied on the certification page of the Notification and Report Form. This individual shall be designated for the limited purpose of receiving notification of the issuance of requests for additional information or documentary material in accordance with the procedure described in paragraph (b)(2)(ii) of this section.

(3) *Requests to natural persons.* A request addressed to an individual, requiring that he or she submit additional information or documentary material, shall be transmitted to the person filing notification of which the individual is an ultimate parent entity, officer, director, partner, agent or employee, and shall be effective as to that individual when effective as to the person filing notification pursuant to paragraph (b)(2) of this section. A written copy of the request shall also be delivered to the individual by hand, or by registered or certified mail at his or her home or business address.

*Example:* A designee of the Federal Trade Commission sends, by certified letter which is received within the 30-day waiting period, a written request for additional information to corporation W, the ultimate parent entity within a person which filed notification. The request is effective under clause (b)(2)(i). If the letter also addressed a request for documentary material to the secretary of corporation W, a named individual, under paragraph (b)(3), the request would likewise be effective as to the individual upon receipt of

the letter by W. In the latter case, the Federal Trade Commission also would send a copy of the request to the Secretary of the corporation at his or her home or business address.

(c) *Waiting period extended.* (1) During the time period when a request for additional information or documentary material remains outstanding to any person other than, in the case of a tender offer, the person whose voting securities are sought to be acquired by the tender offeror (or any officer, director, partner, agent or employee thereof), the waiting period shall remain in effect, even though the waiting period would have expired (see §803.10(b)) if no such request had been made.

(2) A request for additional information or documentary material to any person other than, in the case of a tender offer, the person whose voting securities are being acquired pursuant to the tender offer (or any officer, director, partner, agent or employee thereof) shall in every instance extend the waiting period for a period of 20 (or, in the case of a cash tender offer, 10) calendar days from the date of receipt (as determined under §803.10) of the additional information or documentary material requested.

*Example:* Acquiring person "A" desires to acquire voting securities of corporation X on a securities exchange, and files notification. Under §801.30, the waiting period begins upon filing by "A," and "X" must file within 15 days thereafter. Assume that before the end of the waiting period, the Assistant Attorney General issues a request for additional information to "X." Since the transaction is not a tender offer, under paragraph (c)(1) the waiting period is extended until "X" supplies the requested information; under paragraph (c)(2), the waiting period is extended for 20 days beyond the date on which "X" responds.

Note that under §803.21 "X" is obliged to respond to the request within a reasonable time; nevertheless, the Federal Trade Commission and Assistant Attorney General could, notwithstanding the pendency of the request for additional information, terminate the waiting period sua sponte pursuant to §803.11(c).

(d)(1) *Identification of requests.* Every request for additional information or documentary material shall be clearly identified as such, whether communicated in person, by telephone or in writing, and shall clearly identify the

person, entity or entities, or individual(s) to which it is addressed.

(2) *Request for clarification.* No request for clarification or amplification of a response to any item on the Notification and Report Form, whether communicated in person, by telephone or in writing, shall be considered a request for additional information or documentary material within the meaning of section 7A(e) and this section.

[43 FR 33548, July 31, 1978, as amended at 48 FR 34441, July 29, 1983]

**§803.21 Additional information shall be supplied within reasonable time.**

All additional information or documentary material requested pursuant to section 7A(e) and §803.20 (or, if such request is not fully complied with, the information or documentary material submitted and a statement of the reasons for such noncompliance in accordance with §803.3) shall be supplied within a reasonable time.

**§803.30 Formal and informal interpretations of requirements under the Act and the rules.**

(a) The Commission staff may consider requests for formal or informal interpretations as to the obligations under the act and these rules of any party to an acquisition. A request for a formal interpretation shall be made in writing to the offices designated in §803.10(c), and shall state: (1) all facts which the applicant believes to be material, (2) the reasons why the requirements of the act are or may be applicable and (3) the question(s) that the applicant wishes resolved. The Commission staff may, in its discretion, render a formal or informal response to any request, however made, or may decline to render such advice.

(b) In the sole discretion of the staff, any request for interpretation may be referred to the Commission.

(c) Formal interpretations by the Commission staff or by the Commission shall be rendered with the concurrence of the Assistant Attorney General or his or her designee.

(d) Any formal interpretation shall be without prejudice to the right of either the Commission or the Assistant Attorney General to rescind any such

Federal Trade Commission

Pt. 803, App.

interpretation rendered pursuant to this section. In the event of such rescission, the party which requested the interpretation shall be so notified in writing.

(e) The Commission shall publish a summary of formal interpretations by the Commission, and any rescissions thereof, in the FEDERAL REGISTER.

**§ 803.90 Separability.**

If any provision of the rules in this subchapter (H) (including the Notification and Report Form) or the application of any such provision to any person or circumstances is held invalid, neither the other provisions of the rules nor the application of such provision to other persons or circumstances shall be affected thereby.

## APPENDIX TO PART 803

**ANTITRUST IMPROVEMENTS ACT  
NOTIFICATION AND REPORT FORM  
for Certain Mergers and Acquisitions**

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**INSTRUCTIONS**

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**GENERAL**

The Answer Sheets (pp. 1-16) constitute the Notification and Report Form ("the Form") required to be submitted pursuant to § 803.1(a) of the premerger notification rules ("the rules"). Filing persons need not, however, record their responses on the Form.

These Instructions specify the information which must be provided in response to the items on the Answer Sheets. Only the completed Answer Sheets, together with all documentary attachments are to be filed with the Federal Trade Commission and the Department of Justice.

Persons providing responses on attachment pages rather than on answer sheets must submit a complete set of attachment pages with each copy of the Form.

The term "documentary attachments" refers to materials supplied in responses to Item 2(d), Item 4 and to submissions pursuant to §§ 803.1(b) and 803.11 of the rules.

**Information**-The central office for information and assistance concerning the rules, 16 CFR Parts 801-803, and the Form is Room 303, Federal Trade Commission, 6th St. & Pa. Avenue, N.W., Washington, D.C. 20580, phone (202) 326-3100.

**Definitions**-The definitions and other provisions governing this Form are set forth in the rules, 16 CFR Parts 801-803. The governing statute, the rules, and the Statement of Basis and Purpose for the rules are set forth at 43 FR 33450 (July 31, 1978), 44 FR 66781 (November 22, 1979) and 48 FR 34427 (July 29, 1983).

**Affidavit**-Attach the affidavit required by § 803.5 to page 1 of the Form. Affidavits are not required if the person filing notification is an acquired person in a transaction covered by § 801.30. (See § 803.5(a).)

**Responses**-Each answer should identify the item to which it is addressed. Use the reverse side of the corresponding answer sheet or attach separate additional sheets as necessary in answering each item. Each additional sheet should identify at the top of the page the item to which it is addressed. Voluntary submissions pursuant to § 803.1(b) should also be so identified.

Enter the name of the person filing notification appearing in Item 1(a) on page 1 of the Form and the date on which the Form is completed at the top of each page of the Form, at the top of any sheets attached to complete the response to any item, and at the top of the first or cover page of each documentary attachment.

Privacy Act Statement - Section 18a(e) of Title 15 of the U.S. Code authorizes the collection of this information. The primary use of this information is to determine whether the merger or acquisition reported in the Notification and Report Form may violate the antitrust laws. Furnishing the information on this Form is voluntary.

If unable to answer any item fully, give such information as is available and provide a statement of reasons for non-compliance as required by § 803.3. If exact answers to any item cannot be given, enter best estimates and indicate the sources or bases of such estimates. Estimated data should be followed by the notation, "est." All information should be rounded to the nearest thousand dollars.

**Year**-All references to "year" refer to calendar year. If the data are not available on a calendar year basis, supply the requested data for the fiscal year reporting period which most nearly corresponds to the calendar year specified. References to "most recent year" mean the most recent calendar or fiscal year for which the requested information is available.

**SIC Data**-This Notification and Report Form requests information regarding dollar revenues and lines of commerce at three levels with respect to operations conducted within the United States. (See § 803.2(c)(1).) All persons must submit certain data at the 4-digit (SIC code) industry level. To the extent that dollar revenues are derived from *manufactured operations* (SIC major groups 20-39), data must also be submitted at the 5-digit product class and 7-digit product levels (SIC based codes). The term "dollar revenues" is defined in § 803.2(d).

**References**- In reporting information by "4-digit (SIC code) industry" refer to the 1987 edition of the *Standard Industrial Classification Manual* published by the Executive Office of the President, Office of Management and Budget.

In reporting information by "5-digit product class" and "7-digit product" refer to the following reference publication published by the U.S. Bureau of the Census:

Numerical List of Manufactured and Mineral Products, 1992 *Census of Manufactures and Census of Mineral Industries* (MC92-R-1). Make sure that the Numerical List you use has MC92-R-1 printed on the cover.

Furthermore, when the Numerical List cites footnote 3, which refers to Appendices A and C for detail collected in a specified Current Industrial Report, you must provide revenue information using the 7-digit product codes listed in Appendix A.

Consumption of an acquisition required to be reported by the statute cited above without having provided this information may, however, render a person liable to civil penalties up to \$10,000 per day.

**Items 5, 7, 8, 9 and the Insurance Appendix**—Supply information *only* with respect to operations conducted within the United States, including its commonwealths, territories, possessions and the District of Columbia. (See §§ 801.1(k), 803.2(c)(1).)

Information need *not* be supplied regarding assets or voting securities currently being acquired, when the acquisition is exempt under the statute or rules. (See § 803.2(c)(2).)

*Limited or separate responses may be required from the person filing notification.* (See § 803.2(b).)

**Filing**—Complete and return two notarized copies (with one set of documentary attachments) of this Notification and Report Form to the Premerger Notification Office, Bureau of Competition, Room 303, Federal Trade Commission, 6th Street and Pennsylvania Avenue, N.W., Washington, D.C. 20580, and three notarized copies (with one set of documentary attachments) to Director of Operations, Antitrust Division, Department of Justice, Room 3218, 10th and Pennsylvania Avenue, N.W., Washington, D.C. 20530.

#### ITEM BY ITEM

**Affidavit**—Attach the affidavit required by § 803.5 to page 1 of the Answer Sheets. Acquiring persons in transactions covered by § 801.30 are required to also submit a copy of the notice served on the acquired person pursuant to § 803.5(a)(1). (See § 803.5(a)(3).)

**Cash Tender Offer**—Put an X in the appropriate box to indicate whether the acquisition is a cash tender offer.

**Early Termination**—Put an X in the yes box to request early termination of the waiting period. Notification of each grant of early termination will be published in the Federal Register as required by § 7A(b)(2) of the Clayton Act.

#### ITEM 1

**Item 1(a)**—Give the name and headquarters address of the person filing notification. The name of the person is the name of the ultimate parent entity included within that person.

**Item 1(b)**—Indicate whether the person filing notification is an acquiring person, an acquired person, or both an acquiring and acquired person. (See § 801.2.)

**Item 1(c)**—Give the names of all ultimate parent entities of acquiring and acquired persons which are parties to the acquisition whether or not they are required to file notification.

**Item 1(d)**—Put an X in all the boxes that apply to this acquisition.

**Item 1(e)**—Acquiring persons put an X in the box to indicate the highest threshold for which notification is being filed (see § 801.1(h)): \$15 million, 15%, 25%, or 50%.

**Item 1(f)**—All persons state the value of voting securities held as a result of the acquisition and/or the value of assets held as a result of the acquisition. (Insert responses to Item 3(c).)

**Item 1(g)**—Put an X in the appropriate box to indicate

whether the entity in Item 1(a) is a corporation, partnership, or other (specify).

**Item 1(h)**—Put an X in the appropriate box to indicate whether data furnished is by calendar year or fiscal year. If fiscal year, specify period.

**Item 1(i)**—Put an X in the appropriate box to indicate if this Form is being filed on behalf of the ultimate parent entity by another entity within the same person authorized by it to file notification on its behalf pursuant to § 803.2(a), or if this Form is being filed pursuant to § 803.4 on behalf of a foreign person. Then provide the name and mailing address of the entity filing notification on behalf of the reporting person named in Item 1(a) on the Form.

**Item 1(j)**—If an entity within the person filing notification other than the ultimate parent entity listed in Item 1(a) is the entity which is making the acquisition, or if the assets or voting securities of an entity other than the ultimate parent entity listed in Item 1(a) are being acquired, provide the name and mailing address of that entity and the percentage of its voting securities held by the person named in Item 1(a) above. (If control is effected by means other than the direct holding of the entity's voting securities, describe the intermediaries or the contract through which control is effected (see § 801.1(b)).)

#### ITEM 2

**Item 2(a)**—*Description of acquisition.* Briefly describe the transaction. Include a list of the name and mailing address of each acquiring and acquired person, whether or not required to file notification. Indicate for each party whether assets or voting securities (or both) are to be acquired. Also indicate what consideration will be received by each party. In describing the acquisition, include the expected dates of any major events required to consummate the transaction (e.g., stockholders' meetings, filing of requests for approval, other public filings, terminations of tender offers) and the scheduled consummation date of the transaction.

If the voting securities are to be acquired from a holder other than the issuer (or an entity within the same person as the issuer) separately identify (if known) such holder and the issuer of the voting securities. Acquiring persons in tender offers should describe the terms of the offer.

**Item 2(b)(1)**—*Assets to be acquired.* This item is to be completed only to the extent that the transaction is an acquisition of assets. Describe all general classes of assets (other than cash and securities) to be acquired by each party to the transaction giving approximate dollar values thereof. If the transaction is the formation of a joint venture or other corporation (see § 801.40), include assets to be acquired by the joint venture or other corporation.

Give the approximate total value or estimated total value of the assets to be acquired in this transaction.

Examples of general classes of assets other than cash and securities are land, merchandising inventory, manufacturing plants (specify location and products produced), and

retail stores. For each general class of assets, indicate the page or paragraph number of the contract or other document submitted with this Form in which the assets are more particularly described.

**Item 2(b)(ii)—Assets held by acquiring person.** (To be completed by acquiring persons.) If assets of the acquired person (see § 801.13) are presently held by the person filing notification, furnish a description of each general class of such assets in the manner required by Item 2(b)(i), and the dollar value or estimated dollar value at the time they were acquired.

**Item 2(c)—Voting securities to be acquired.** Furnish the following information separately for each issuer whose voting securities will be acquired in the acquisition: (If, as a result of the acquisition, the acquiring person will hold 100 percent of the voting securities of the acquired issuer or if the acquisition is a merger or consolidation (see § 801.2(d)), the parties may so state and provide the total dollar value of the transaction instead of responding to items 2(c)(i) - 2(c)(viii). However, this procedure may not be used if the acquiring person currently holds 15 percent or more than \$15 million worth of the voting securities of the acquired person or of any entity included within the acquired person.)

**Item 2(c)(i)—List each class of voting securities (including convertible voting securities) which will be outstanding after the acquisition has been completed.** If there is more than one class of voting securities, include a description of the voting rights of each class. Also list each class of non-voting securities which will be acquired in the acquisition;

**Item 2(c)(ii)—Total number of shares of each class of securities listed on page 3 which will be outstanding after the acquisition has been completed;**

**Item 2(c)(iii)—Total number of shares of each class of securities listed on page 3 which will be acquired in this acquisition.** If there is more than one acquiring person for any class of securities, show data separately for each acquiring person;

**Item 2(c)(iv)—Identity of each person acquiring any securities of any class listed on page 3.** If there is more than one acquiring person for any class of securities, show data separately for each acquiring person;

**Item 2(c)(v)—Dollar value of securities of each class listed on page 3 to be acquired in this transaction (see § 801.10).** If there is more than one acquiring person of any class of securities, show data separately for each acquiring person; (If the exact dollar value cannot be determined at the time of filing, provide an estimated value and indicate the basis on which the estimate was made.)

**Item 2(c)(vi)—Total number of each class of securities listed on page 3 which will be held by acquiring person(s) after the acquisition has been accomplished.** If there is more than one acquiring person for any class of securities, show data separately for each acquiring person;

**Item 2(c)(vii)—Percentage of each class of securities listed under 2(c)(vi) above which will be held by the acquiring per-**

**son(s) after the acquisition has been completed (see § 801.12(b)).** If there is more than one acquiring person for any class of security, show data separately for each acquiring person;

**Item 2(c)(viii)—Dollar value (or estimated dollar value) of securities to be held as a result of the acquisition (see § 801.13).**

**Item 2(d)—Furnish copies of final or most recent versions of all documents which constitute the agreement among the acquiring person(s) and the person(s) whose voting securities or assets are to be acquired.** (Do not attach these documents to page 4 of the Answer Sheets.)

#### ITEM 3

**Assets and voting securities held as a result of the acquisition** (to be completed by both acquiring and acquired persons). State:

**Item 3(a)—**the percentage of the assets;

**Item 3(b)—**the percentage of the voting securities;

**Item 3(c)—**the aggregate total dollar amount of voting securities and assets of the acquired person to be held by each acquiring person, as a result of the acquisition (see §§ 801.12, 801.13, and 801.14).

#### ITEM 4

Furnish one copy of each of the following documents. For each entity included within the person filing notification which has prepared its own such documents different from those prepared by the person filing notification, furnish, in addition, one copy of each document from each such other entity. Furnish copies of:

**Item 4(a)—**all of the following documents which have been filed with the United States Securities and Exchange Commission (or are to be filed contemporaneously in connection with this acquisition): the most recent proxy statement and Form 10-K, each dated not more than three years prior to the date of this Notification and Report Form; all Forms 10-Q and 8-K filed since the end of the period reflected by the Form 10-K being supplied; any registration statement filed in connection with the transaction for which notification is being filed; if the acquisition is a tender offer, Schedule 14D-1. Alternatively, if the person filing notification does not have copies of responsive documents readily available, identification of such documents and citation to date and place of filing will constitute compliance;

**NOTE:** In response to Item 4(a), the person filing notification may incorporate by reference documents submitted with an earlier filing as explained in the staff formal interpretations dated April 10, 1979, and April 7, 1981, and in § 803.2(e).

**Item 4(b)—**the most recent annual reports and most recent annual audit reports (of person filing notification and of each unconsolidated United States issuer included within such person) and, if different, the most recent regularly prepared balance sheet of the person filing notification and of each unconsolidated United States issuer included within such person;

**Item 4(c)—**all studies, surveys, analyses and reports which were prepared by or for any officer(s) or director(s) (or, in

the case of unincorporated entities, individuals exercising similar functions) for the purpose of evaluating or analyzing the acquisition with respect to market shares, competition, competitors, markets, potential for sales growth or expansion into product or geographic markets, and indicate (if not contained in the document itself) the date of preparation, and the name and title of each individual who prepared each such document.

Persons filing notification may provide an optional index of documents called for by Item 4 on page 5 of the Answer Sheets.

**NOTE:** If the person filing notification withholds any documents called for by Item 4(c) based on a claim of privilege, the person must provide a statement of reasons for such noncompliance as specified in the staff formal interpretation dated September 13, 1979, and § 803.3(d).

#### ITEMS 5 through 9 and the Appendix

**NOTE:** For Items 5 through 9 and the Appendix limited or separate responses may be required of the person filing notification. (See § 803.2(b) and (c).)

**ITEM 5(a) - 5(c):** These Items request information regarding dollar revenues and lines of commerce at three levels with respect to operations conducted within the United States. (See § 803.2(c)(1).) All persons must submit certain data at the 4-digit (SIC code) industry level. To the extent that dollar revenues are derived from *manufacturing operations* (SIC major groups 20-39), data must also be submitted at the 5-digit product class and 7-digit product levels (SIC based codes).

**NOTE:** See the "References" listed in the General Instructions to the Form. Refer to the 1987 edition of the *Standard Industrial Classification Manual* for the 4-digit (SIC code) industry codes. Refer to the Numerical List of Manufactured and Mineral Products, 1992 *Census of Manufactures and Census of Mineral Industries* (MC92-R-1) for the 5-digit product class and 7-digit product codes. Report revenues for the 5-digit and 7-digit codes using the codes in the columns labeled "Product code."

Insurance carriers (2-digit SIC major group 63) should supply the information requested only with respect to industries not within 2-digit major group 63. Credit agencies other than banks; security and commodity brokers, dealers, exchanges, and services; holding and other investment offices, and real estate companies (2-digit SIC major groups 61, 62, 67 and 65) should identify or explain the revenues reported (e.g., dollar sales, receipts).

Persons filing notification should include the total dollar revenues for 1992 derived by all entities included within the person filing notification at the time this Notification and Report Form is prepared (even if such entities have become included within the person since 1992). For example, if the person filing notification acquired an entity in 1994, it must include that entity's 1992 revenues in Items 5(a) and 5(b)(i).

**Item 5(a)-Dollar revenues by industry.** Provide aggregate 4-

digit (SIC code) industry data for 1992.

**Item 5(b)(i)-Dollar revenues by manufactured product.** Provide the following information on the aggregate operations for the person filing notification for 1992 for each 7-digit product of the person in 2-digit SIC major groups 20-39 (manufacturing industries)

**NOTE:** When the Numerical List refers to footnote 3, which cites Appendices A and C for detail collected in a specified Current Industrial Report, you must provide revenue information using 7-digit product codes listed in Appendix A.

**Item 5(b)(ii)-Products added or deleted.** Within 2-digit SIC major groups 20-39 (manufacturing industries), identify each product of the person filing notification added or deleted subsequent to 1992, indicate the year of addition or deletion, and state total dollar revenues in the most recent year for each product that has been added. Products may be identified either by 7-digit product code or in the manner ordinarily used by the person filing notification.

Do not include products added since 1992 by reason of mergers or acquisition occurring since 1992. Dollar revenues derived from such products should be included in response to Item 5(b)(i). However, if an entity acquired since 1992 by the person filing notification (and now included within the person) itself has added any products since 1992, these products and the dollar revenues derived therefrom should be listed here. Products deleted by reason of dispositions of assets or voting securities since 1992 should also be listed here.

**Item 5(b)(iii)-Dollar revenues by manufactured product class.** Provide the following information about the aggregate operations of the person filing notification for the most recent year for each 5-digit product class of the person within SIC major groups 20-39 (manufacturing industries). If such data have not been compiled for the most recent year, estimates of dollar revenues by 5-digit product class may be provided if a statement describing the method of estimation is furnished.

**Item 5(c)-Dollar revenues by non-manufacturing industry.** Provide the following information concerning the aggregate operations of the person filing notification for the most recent year for each 4-digit (SIC code) industry in SIC major groups other than 20-39 in which the person engaged. If such data have not been compiled for the most recent year, estimates of dollar revenues by 4-digit industry may be provided if a statement describing the method of estimation is furnished. Industries for which the dollar revenues totaled less than one million dollars in the most recent year may be omitted.

**NOTE:** This million dollar minimum is applicable only to Item 5(c).

Insurance carriers (2-digit SIC major group 63) should supply the information requested only with respect to industries not within SIC major group 63, and, if voting securities of an insurance carrier are being acquired directly or indirectly should complete the Insurance Appendix to this Form.

#### JOINT VENTURE OR OTHER CORPORATIONS

**Item 5(d)**—Supply the following information only if the acquisition is the formation of a joint venture or other corporation. (See § 801.40.)

**Item 5(d)(i)**—List the name and mailing address of the joint venture or other corporation.

**Item 5(d)(ii)(A)**—List contributions that each person forming the joint venture or other corporation has agreed to make, specifying when each contribution is to be made and the value of the contribution as agreed by the contributors.

**Item 5(d)(ii)(B)**—Describe any contracts or agreements whereby the joint venture or other corporation will obtain assets or capital from sources other than the persons forming it.

**Item 5(d)(ii)(C)**—Specify whether and in what amount the persons forming the joint venture or other corporation have agreed to guarantee its credit or obligations.

**Item 5(d)(ii)(D)**—Describe fully the consideration which each person forming the joint venture or other corporation will receive in exchange for its contribution(s).

**Item 5(d)(iii)**—Describe generally the business in which the joint venture or other corporation will engage, including location of headquarters and principal plants, warehouses, retail establishments or other places of business, its principal types of products or activities, and the geographic areas in which it will do business.

**Item 5(d)(iv)**—Identify each 4-digit (SIC code) industry in which the joint venture or other corporation will derive dollar revenues. If the joint venture or other corporation will be engaged in manufacturing, also specify each 5-digit *product class* in which it will derive dollar revenues.

#### ITEM 6

This item need not be completed by a person filing notification only as an acquired person if only assets are to be acquired. Persons filing notification may respond to Items 6(a), 6(b), or 6(c) by referencing a "documentary attachment" furnished with this Form if the information so referenced is a complete response and is up-to-date and accurate. Indicate for each item the specific page(s) of the document that are responsive to that item.

**Item 6(a)**—*Entities within person filing notification.* List the name and headquarters mailing address of each entity included within the person filing notification. Entities with total assets of less than \$10 million may be omitted.

**Item 6(b)**—*Shareholders of person filing notification.* For each entity (including the ultimate parent entity) included within the person filing notification the voting securities of which are held (see § 801.1(c)) by one or more other persons, list the issuer and class of voting securities, the name

and headquarters mailing address of each other person which holds five percent or more of the outstanding voting securities of the class, and the number and percentage held by that person. Holders need not be listed for entities with total assets of less than \$10 million.

**Item 6(c)**—*Holdings of person filing notification.* If the person filing notification holds voting securities of any issuer not included within the person filing notification, list the issuer and class, the number and percentage held, and (optionally) the entity within the person filing notification which holds the securities. Holdings of less than five percent of the outstanding voting securities of any issuers, and holdings of issuers with total assets of less than \$10 million, may be omitted.

#### ITEM 7

If, to the knowledge or belief of the person filing notification, the person filing notification derived dollar revenues in the most recent year from operations in any 4-digit (SIC code) industries in which any other person which is a party to the acquisition also derived dollar revenues in the most recent year (or in which a joint venture or other corporation will derive dollar revenues), then for each such 4-digit (SIC code) industry:

**Item 7(a)**—supply the 4-digit SIC code and description for the industry;

**Item 7(b)**—list the name of each person which is a party to the acquisition which also derived dollar revenues in the 4-digit industry;

**Item 7(c)**—*Geographic market information:*

**Item 7(c)(i)**—for each 4-digit industry within SIC major groups 20-39 (manufacturing industries) listed in Item 7(a) above, list the states (or, if desired, portions thereof) in which, to the knowledge or belief of the person filing notification, the products in that 4-digit industry produced by the person filing notification are sold without a significant change in their form, whether they are sold by the person filing notification or by others to whom such products have been sold or resold;

**Item 7(c)(ii)**—for each 4-digit industry within SIC major groups 01-17 and 40-49 (agriculture, forestry and fishing, mining, construction, transportation, communications, electric, gas and sanitary services) listed in Item 7(a) above, list the states (or, if desired, portions thereof) in which the person filing notification conducts such operations;

**Item 7(c)(iii)**—for each 4-digit industry within SIC major groups 50-51 (wholesale trade) listed in Item 7(a) above, list the states, (or, if desired, portions thereof) in which the customers of the person filing notification are located;

**Item 7(c)(iv)**—for each 4-digit industry within SIC major groups 52-61, 70, 75, 78, and 80 (retail trade, banking, and certain services) listed in Item 7(a) above, provide the address, arranged by state, county and city or town, of each establishment from which dollar revenues were derived in the most recent year by the person filing notification;

**Item 7(c)(v)**—for each 4-digit industry within SIC major group 62, 64-67, 72, 73, 76, 79, and 81-89 (certain finance, insurance and real estate groups and certain services) listed in Item 7(a) above, list the states (or, if desired, portions thereof) in which establishments were located from which the person filing notification derived revenues in the most recent year; and

**Item 7 (c)(vi)**— for each 4-digit industry within SIC 63 (insurance) listed in Item 7(a) above, list the state(s) in which the person filing notification is licensed to write insurance.

**NOTE:** Except in the case of those SIC major industry groups mentioned in Item 7(c)(iv) above, the person filing notification may respond with the word "national" if business is conducted in all 50 states.

#### ITEM 8

**Item 8**—Put an X in the appropriate box to indicate if the acquired person and an acquiring person maintained a vendor-vendee relationship during the most recent year with respect to any manufactured product (or, if the acquisition is the formation of a joint venture or other corporation (see § 801.40), if the joint venture or other corporation will supply to any of the persons forming it any manufactured product which such person purchased from another such person during the most recent year) which the vendee either resells or consumes in or incorporates into the manufacture of any product. Persons filing notification which are vendees of such product(s) should list each product purchased, identify each vendor which is a party to the acquisition from which the product was purchased and state the dollar amount of the product purchased from that vendor during the most recent year.

Manufactured products are those within 2-digit SIC major groups 20-39. Any product purchased from the vendor in an aggregate annual amount not exceeding \$1 million, or the manufacture, consumption or use of which is not attributable to the assets to be acquired, or to the issuer whose voting securities are to be acquired (including entities controlled by the issuer), may be omitted.

#### ITEM 9

**Item 9**—*Previous acquisitions* (to be completed by acquiring persons). Determine each 4-digit (SIC code) industry listed in Item 7(a) above, in which the person filing notification derived dollar revenues of \$1 million or more in the most recent year and in which either the acquired issuer derived revenues of \$1 million or more in the most recent year, (or in which, in the case of the formation of a joint venture or other corporation, the joint venture or other corporation reasonably can be expected to derive dollar revenues of \$1 million or more), or revenues of \$1 million or more in the most recent year were attributable to the acquired assets. For each such 4-digit industry, list all acquisitions made by the person filing notification in the five years prior to the date of filing of entities deriving dollar revenues in that 4-digit industry. List only acquisitions of more than 50 percent of the voting securities or assets of entities which had annual net sales or total assets greater than \$10 million in the year prior to the acquisition.

For each such acquisition, supply:

- (a) the name of the entity acquired;
- (b) the headquarters address of the entity prior to the acquisition;
- (c) whether securities or assets were acquired;
- (d) the consummation date of the acquisition;
- (e) the annual net sales of the acquired entity for the year prior to the acquisition;
- (f) the total assets of the acquired entity in the year prior to the acquisition; and
- (g) the 4-digit (SIC code) industries (by number and description) identified above in which the acquired entity derived dollar revenues.

#### ITEM 10

**Item 10(a)**—Print or type the name and title, firm name, address, and telephone number of the individual to contact regarding this Notification and Report Form. (See § 803.20(b)(2)(ii).)

**Item 10(b)**—Foreign filing persons print or type the name and title, firm name, address, and telephone number of an individual located in the United States designated for the limited purpose of receiving notice of the issuance of a request for additional information or documentary material. (See § 803.20(b)(2)(iii).)

**Certification**—(See § 803.6.)

#### APPENDIX TO NOTIFICATION AND REPORT FORM: INSURANCE

Insurance carriers (2-digit SIC major group 63) are required to complete this Appendix if voting securities of an insurance carrier are being acquired directly or indirectly.

#### ITEM 1

**Item 1(A)**—*Life Insurance*. Provide for the most recent year the amount of premium receipts (calculated on the accrual basis) for each of the lines of insurance listed on page 16 of the Answer Sheets.

**Item 1(B)**—*New Business*. Provide for the most recent year the amount of new life insurance business issued in the United States (exclusive of revivals, increases, dividend additions and reinsurance ceded) for each of the lines of insurance listed on page 16 of the Answer Sheets.

#### ITEM 2

**Item 2(A)**—*Property Liability Insurance*. Provide for the most recent year the amount of direct premiums written in the United States for each line of insurance specified in Part 2 of the Underwriting and Investment Exhibit of your carrier's annual convention statement.

**Item 2(B)**—Provide for the most recent year the amount of net premiums written in the United States for each line of insurance specified in Part 2 of the Underwriting and Investment Exhibit of your carrier's annual convention statement.

#### ITEM 3

**Item 3(A)**—*Title Insurance*. Provide for the most recent year the amount of net direct title insurance premiums written in the United States.

**Item 3(B)**—Provide for the most recent year the amount of direct title insurance premiums earned in the United States.

16 C.F.R. Part 803 - Appendix
NOTIFICATION AND REPORT FORM FOR CERTAIN MERGERS AND ACQUISITIONS

Approved by OMB
3084-0005
Expires 9-30-88

THE INFORMATION REQUIRED TO BE SUPPLIED ON THESE ANSWER SHEETS IS SPECIFIED IN THE INSTRUCTIONS

Attach the Affidavit required by § 803.5 to this page.

FOR OFFICE USE ONLY
TRANSACTION NUMBER

Is this Acquisition a CASH TENDER OFFER? YES NO

CTO ETR

Do you request Early Termination of the Waiting Period? YES NO

ITEM 1
(a) NAME AND HEADQUARTERS ADDRESS OF PERSON FILING NOTIFICATION (ultimate parent entity)

(b) PERSON FILING NOTIFICATION IS
an acquiring person an acquired person both

(c) LIST NAMES OF ULTIMATE PARENT ENTITIES OF ALL ACQUIRING PERSONS LIST NAMES OF ULTIMATE PARENT ENTITIES OF ALL ACQUIRED PERSONS

(d) THIS ACQUISITION IS (put an X in all the boxes that apply)
an acquisition of assets a consolidation (see § 801.2)
a merger (see § 801.2) an acquisition of voting securities
an acquisition subject to § 801.2(e) a secondary acquisition
formation of a joint venture or other corporation (see § 801.40) an acquisition subject to § 801.31
an acquisition subject to § 801.30 (specify type):
other (specify):

(e) INDICATE HIGHEST NOTIFICATION THRESHOLD IN § 801.1(h) FOR WHICH THIS FORM IS BEING FILED (acquiring person only)
\$ 15 million 15% 25% 50%

(f) VALUE OF VOTING SECURITIES VALUE OF ASSETS

(g) PUT AN X IN THE APPROPRIATE BOX TO DESCRIBE ENTITY FILING NOTIFICATION
corporation partnership other (specify):

(h) DATA FURNISHED BY
calendar year fiscal year (specify period): (monthday) to (monthday)

(i) PUT AN X IN THE APPROPRIATE BOX AND GIVE THE NAME AND ADDRESS OF THE ENTITY FILING NOTIFICATION (if other than ultimate parent entity)
NA This report is being filed on behalf of a foreign person pursuant to § 803.4. This report is being filed on behalf of the ultimate parent entity by another entity within the same person authorized by it to file pursuant to § 803.2(a).

NAME OF ENTITY FILING NOTIFICATION ADDRESS

THIS FORM IS REQUIRED BY LAW and must be filed separately by each person which, by reason of a merger, consolidation or acquisition, is subject to § 7A of the Clayton Act, 15 U.S.C. § 18a, as added by Section 201 of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, Pub. L. No. 94-435, 90 Stat. 1390, and rules promulgated thereunder (hereinafter referred to as "the rules" or by section number). The statute and rules are set forth in the Federal Register at 43 FR 33450; the rules may also be found at 16 CFR Parts 801-803. Failure to file this Notification and Report Form, and to observe the required waiting period before consummating the acquisition, in accordance with the applicable provisions of 15 U.S.C. § 18a and the rules, subjects any "person," as defined in the rules, or any individuals responsible for noncompliance, to liability for a penalty of not more than \$10,000 for each day during which such person is in violation of 15 U.S.C. § 18a.
All information and documentary material filed in or with this Form is confidential. It is exempt from disclosure under the Freedom of Information Act, and may be made public only in an administrative or judicial proceeding, or disclosed to Congress or to a duly authorized committee or subcommittee of Congress.
Complete and return two notarized copies (with one set of documentary attachments) of this Notification and Report Form to Premerger Notification Office, Bureau of Competition, Room 303, Federal Trade Commission, Washington, D.C. 20580, and three notarized copies (with one set of documentary attachments) to Director of Operations, Antitrust Division, Room 3218, Department of Justice, Washington, D.C. 20530. The central office for information and assistance with respect to matters in connection with this Notification and Report Form is Room 303, Federal Trade Commission, Washington, D.C. 20580, phone (202) 326-3100.

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NAME OF PERSON FILING NOTIFICATION	DATE
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(j) NAME AND ADDRESS OF ENTITY MAKING ACQUISITION OR WHOSE ASSETS OR VOTING SECURITIES ARE BEING ACQUIRED IF DIFFERENT FROM THE ULTIMATE PARENT ENTITY IDENTIFIED IN ITEM 1(a)

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PERCENT OF VOTING SECURITIES HELD BY EACH ENTITY IDENTIFIED IN ITEM 1(a)

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**ITEM 2**

2(a) DESCRIPTION OF ACQUISITION

NAME OF PERSON FILING NOTIFICATION	DATE
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2(b)(1) ASSETS TO BE ACQUIRED (to be completed only for assets acquisitions)

2(b)(1) ASSETS HELD BY ACQUIRING PERSON

2(c) VOTING SECURITIES TO BE ACQUIRED

(c)(i) LIST AND DESCRIPTION OF VOTING SECURITIES AND LIST OF NON-VOTING SECURITIES:

(c)(ii) TOTAL NUMBER OF SHARES OF EACH CLASS OF SECURITY:

(c)(iii) TOTAL NUMBER OF SHARES OF EACH CLASS OF SECURITY BEING ACQUIRED:

(Item 2(c) continued on next page)

NAME OF PERSON FILING NOTIFICATION	DATE
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(c)(iv) IDENTITY OF PERSONS ACQUIRING SECURITIES:

(c)(v) DOLLAR VALUE OF SECURITIES IN EACH CLASS BEING ACQUIRED:

(c)(vi) TOTAL NUMBER OF EACH CLASS OF SECURITIES HELD BY ACQUIRING PERSON AS A RESULT OF THE ACQUISITION:

(c)(vii) PERCENTAGE OF EACH CLASS OF SECURITIES HELD BY ACQUIRING PERSON AS A RESULT OF THE ACQUISITION:

(c)(viii) DOLLAR VALUE OF SECURITIES TO BE HELD AS A RESULT OF THE ACQUISITION

(d) SUBMIT A COPY OF THE MOST RECENT VERSION OF CONTRACT OR AGREEMENT (or letter of intent to merge or acquire)

DO NOT ATTACH THIS DOCUMENT TO THIS PAGE ATTACHMENT OR REFERENCE NUMBER OF CONTRACT OR AGREEMENT \_\_\_\_\_

NAME OF PERSON FILING NOTIFICATION	DATE
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**ITEM 3**  
ASSETS AND VOTING SECURITIES HELD AS A RESULT OF THE ACQUISITION

- (a) PERCENTAGE OF ASSETS \_\_\_\_\_
- (b) PERCENTAGE OF VOTING SECURITIES \_\_\_\_\_
- (c) AGGREGATE TOTAL VALUE \_\_\_\_\_

**ITEM 4** PERSONS FILING NOTIFICATION MAY PROVIDE BELOW AN OPTIONAL INDEX OF DOCUMENTS REQUIRED TO BE SUBMITTED BY ITEM 4 (SEE ITEM BY ITEM INSTRUCTIONS); THESE DOCUMENTS SHOULD NOT BE ATTACHED TO THIS PAGE.

(a) DOCUMENTS FILED WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION. ATTACHMENT OR REFERENCE NUMBER

(b) ANNUAL REPORTS, ANNUAL AUDIT REPORTS, AND REGULARLY PREPARED BALANCE SHEETS. ATTACHMENT OR REFERENCE NUMBER

(c) STUDIES, SURVEYS, ANALYSES, AND REPORTS. ATTACHMENT OR REFERENCE NUMBER





NAME OF PERSON FILING NOTIFICATION	DATE
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ITEM 5(b)(II) PRODUCTS ADDED OR DELETED				
DESCRIPTION (7-DIGIT PRODUCT CODE)	ADD	DELETE	YEAR OF CHANGE	TOTAL DOLLAR REVENUES

ITEM 5(b)(III) DOLLAR REVENUES BY MANUFACTURED PRODUCT CLASS		
5-DIGIT PRODUCT CLASS CODE <i>Product code published</i>	DESCRIPTION	YEAR TOTAL DOLLAR REVENUES

*(Item 5(b)(iii) continued on page 9)*



NAME OF PERSON FILING NOTIFICATION	DATE
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**(d) COMPLETE ONLY IF ACQUISITION IS THE FORMATION OF A JOINT VENTURE OR OTHER CORPORATION**

**(d)(i) NAME AND ADDRESS OF THE JOINT VENTURE OR OTHER CORPORATION**

**(d)(ii)**

**(A) CONTRIBUTIONS THAT EACH PERSON FORMING THE JOINT VENTURE OR OTHER CORPORATION HAS AGREED TO MAKE.**

**(B) DESCRIPTION OF ANY CONTRACTS OR AGREEMENTS.**

**(C) DESCRIPTION OF ANY CREDIT GUARANTEES OR OBLIGATIONS.**

**(D) DESCRIPTION OF CONSIDERATION WHICH EACH PERSON FORMING THE JOINT VENTURE OR OTHER CORPORATION WILL RECEIVE .**

**(d)(iii) DESCRIPTION OF THE BUSINESS IN WHICH THE JOINT VENTURE OR OTHER CORPORATION WILL ENGAGE.**

**(d)(iv) SOURCE OF DOLLAR REVENUES BY 4-DIGIT SIC CODE (*non-manufacturing*) AND BY 5-DIGIT PRODUCT CLASS (*manufacturing*).**

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NAME OF PERSON FILING NOTIFICATION

**ITEM 6**  
**(6) ENTITIES WITHIN PERSON FILING NOTIFICATION**

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**(6) SHAREHOLDERS OF PERSON FILING NOTIFICATION**

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11

NAME OF PERSON FILING NOTIFICATION	DATE
6(c) HOLDINGS OF PERSON FILING NOTIFICATION	

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**ITEM 7** DOLLAR REVENUES  
7(a) 4-DIGIT SIC CODE AND DESCRIPTION

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7(b) NAME OF EACH PERSON WHICH ALSO DERIVED DOLLAR REVENUES

NAME OF PERSON FILING NOTIFICATION	DATE
7(c) GEOGRAPHIC MARKET INFORMATION	



NAME OF PERSON FILING NOTIFICATION	DATE
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**ITEM 10 IDENTIFICATION OF PERSON TO CONTACT REGARDING THIS REPORT**

10(a) NAME OF CONTACT PERSON	TITLE OF CONTACT PERSON
FIRM NAME AND BUSINESS ADDRESS	BUSINESS TELEPHONE NUMBER

**10(b) IDENTIFICATION OF AN INDIVIDUAL LOCATED IN THE UNITED STATES DESIGNATED FOR THE LIMITED PURPOSE OF RECEIVING NOTICE OF ISSUANCE OF A REQUEST FOR ADDITIONAL INFORMATION OR DOCUMENTS. (See § 803.206)(2)(ii))**

NAME	TITLE
ADDRESS	BUSINESS TELEPHONE NUMBER

**CERTIFICATION**

This NOTIFICATION AND REPORT FORM, together with any and all appendices and attachments thereto, was prepared and assembled under my supervision in accordance with instructions issued by the Federal Trade Commission. Subject to the recognition that, where so indicated, reasonable estimates have been made because books and records do not provide the required data, the information is, to the best of my knowledge, true, correct, and complete in accordance with the statute and rules.

NAME (Please print or type)	TITLE
SIGNATURE	DATE

Subscribed and sworn to before me at the

City of \_\_\_\_\_, State of \_\_\_\_\_

this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_

Signature \_\_\_\_\_

My Commission expires \_\_\_\_\_

(SEAL)

NAME OF PERSON FILING NOTIFICATION		DATE
<b>APPENDIX: INSURANCE</b>		
<b>ITEM 1</b>		
<b>A. PREMIUM RECEIPTS</b>		YEAR
<b>1. LIFE INSURANCE</b>		AMOUNT
1a. ORDINARY LIFE INSURANCE 1b. GROUP LIFE INSURANCE (including Federal Employees' Group Life Insurance and Servicemen's Group Life Insurance, but excluding credit life insurance). 1c. INDUSTRIAL LIFE INSURANCE 1d. CREDIT LIFE INSURANCE		
<b>2. ANNUITY CONSIDERATIONS</b>		
2a. INDIVIDUAL ANNUITY CONSIDERATIONS 2b. GROUP ANNUITY CONSIDERATIONS		
<b>3. HEALTH INSURANCE</b>		
3a. INDIVIDUAL HEALTH INSURANCE 3b. GROUP HEALTH INSURANCE		
<b>TOTAL</b>		
<b>B. NEW BUSINESS</b>		
		YEAR
		AMOUNT
1. ORDINARY LIFE INSURANCE 2. GROUP LIFE INSURANCE 3. INDUSTRIAL LIFE INSURANCE 4. CREDIT LIFE INSURANCE		
<b>TOTAL</b>		
<b>ITEM 2 PROPERTY LIABILITY INSURANCE</b>		
LINE OF INSURANCE	A. DIRECT PREMIUMS	B. NET PREMIUMS
<b>ITEM 3 TITLE INSURANCE</b>		
A. NET DIRECT PREMIUMS WRITTEN	B. DIRECT PREMIUMS EARNED	YEAR