



HART-SCOTT-RODINO

PREMERGER NOTIFICATION PROGRAM

CHECKLIST FOR SUBMITTING AN HSR FILING

Use this checklist to avoid common filing errors that may delay the start of the waiting period.

- Answer each required item.
Do not cross-reference answers.
- Request Early Termination, if desired.
A request from one party will trigger the provision.
- Provide an answer to Item 1(f) if applicable.
Information provided in response to this item is helpful, even if the acquiring entity is identified simply as an unformed Newco.
- Identify the contact representatives in Item 1(g) who will be available to answer questions during the waiting period.
PNO staff may need to contact you about the filing.
- Check the highest available threshold in Item 2(c).
Note that when the acquiring person is acquiring control of the acquired entity through the acquisition of voting securities, only the 50% box should be checked.
- Provide a thorough response to Item 3(a).
Details concerning the basis for reportability, exemptions and related filings are particularly helpful. Check the HSR Style Sheet for more details.
- Include any Non-Competition Agreements in response to Item 3(b).
Non-Competition Agreements that are exhibits to the main agreement should be included. Submit the most recent draft if the Non-Competition Agreement is not yet signed.
- Stipulate to the appropriate size of person in Item 4(b) if required.
- Submit complete documents in response to Items 4(c) & 4(d).
Even if only parts of a document relate to the transaction at issue, you must submit the entire document in response to Items 4(c) & 4(d). There are two exceptions: you may (1) redact unrelated information from board minutes that are responsive to Item 4(c); or (2) withhold or redact documents on the basis of attorney-client or work-product privilege for documents that would otherwise be responsive to Items 4(c) or 4(d). If documents are withheld or redacted on the basis of privilege, you must include a statement concerning the basis for that privilege that complies with 16 C.F.R. §803.3(d).
- Provide location information alphabetically by address for any reported overlaps in a NAICS code that falls within Items 7(c) or 7(d) for industries that fall into subpart (iv).
Providing information in any other format will result in a phone call from PNO staff asking for the information in the correct form.
- Report information only as to what is being sold for Items 5, 6 and 7 if you are the seller.
Note that sellers need not answer Item 6 in pure asset transactions and that Items 6(c)(ii), 7(b)(ii), & 8 do not apply to sellers.
- Use the correct language in the affidavit required by Section 803.5.
For non-801.30 transactions, you MUST state that an agreement (or contract or letter of intent) has been executed and that the filing party has the good faith intention to complete the acquisition. It is NOT acceptable to respond that "Pursuant to an agreement, dated September 20, 2008, Company A will acquire voting securities of Company B." For 801.30 transactions, provide the notice letter to the acquired issuer. For tender offers, the affidavit must state that the intention to make the tender offer has been publicly announced.

For a filing being made in hard copy:

- Use single-sided HSR forms and attachments.
- Staple or clip the HSR form and separately staple or clip and label each attachment.
Labels should include the name of the filing party, the date of filing and an attachment number. Check the HSR Style Sheet for instructions on numbering & binding documents.
- Place HSR filings and all attachments in redweld-type folders.

For all filings:

- Send original signature pages (affidavit and certification) within two days if you submitted an e-filing or filed on faxed or copied signature pages.