



# HART-SCOTT-RODINO

## PREMERGER NOTIFICATION PROGRAM

### STYLE SHEET FOR HART-SCOTT-RODINO FILINGS

The requirements for completing the Notification and Report Form (the Form) are contained in the Premerger Notification Rules, 16 C.F.R. Part 803, and the Instructions to the Form. To expedite review, the staffs of the antitrust enforcement agencies have developed the following recommendations for completing the Form.

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**Paper Size** Print the Form and all documents on 8½ by 11 inch paper.

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**Type Size** Use 12-point type for the Form and all documents.

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**Documents** “Documentary attachments” is defined in the Instructions to the Form. Any other type of document (for example, a multiple-page response to Item 5(b)(i) or Item 7(c)(iv)) is not a “documentary attachment” but a separate response and must be submitted in the same number of copies as the Form. Copies of the Form or documents should be separately stapled or clipped. Do not bind the documents. Attach a label to each document with the following information: the name of the filing person; the Item to which the document responds and, if more than one document responds to that Item, the order of this document (e.g. 4(c)-3); and the date of the Form. Adhesive labels or sheets of paper stapled or clipped to the documents are acceptable; avoid loose sheets of paper, dividers, and the like.

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**Cover Letters** The cover letter should generally introduce the filing, and, if applicable, identify whether: an original affidavit and certification page will be supplied later to be substituted for faxed or copied pages; the filing is a corrective filing or a re-filing; or there are other unusual circumstances to note. If you want a time- and date-stamped copy of the cover letter, supply multiple copies.

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**Affidavits and Certification Pages** An affidavit and certification page must accompany each copy of the Form. You may submit one original affidavit and one original certification page and the rest may be copies. The original affidavit and certification page should be attached to one of the two copies of the Form sent to the Federal Trade Commission. You may submit all faxed or copied affidavits and certification pages at the time of filing if you supply the original of each to the Federal Trade Commission within 2 days.

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**Item 3(a)** Item 3(a) should not reiterate the contract but should describe the transaction clearly and succinctly. The reporting person should identify the acquiring person; if different, the acquiring entity; the acquired person; and, if different, the acquired entity. The parties to transactions in which the acquired person will receive voting securities in exchange for the voting securities of the entity or assets being acquired should answer Item 3(a) to explain whether the acquired person will also need to file as an acquiring person with respect to those voting securities.

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**Agreements** Submit all agreements between the parties, including Non-Competition Agreements, under Item 3(d). Exhibits need not be submitted unless they contain agreements between the parties.

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**NAICS Codes** List NAICS Codes in double-spaced, ascending order in Item 5. A NAICS Code should appear only once in any sub-item of Item 5. For example, for Item 5(b)(i), all revenues in the same 10-digit NAICS Code should be added together. You should not report revenues separately for different subsidiaries or divisions if they fall under the same 6-, 7-, or 10-digit NAICS Code.

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**Item 6** Voluminous responses to Item 6 should be attached at the back of the Form.

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**Item 7** If you respond to Item 7(c), use zip code abbreviations for states and list them in alphabetical order. For Item 7(c)(iv), provide mailing addresses for all relevant establishments organized alphabetically by state, and, within each state, alphabetically by county, and, within each county, alphabetically by city or town.

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**Notarization** The affidavit and certification page must bear the notarial seal if the seal is required for notarization in the state in which the document is notarized. Foreign filing persons may notarize documents at a U.S. Consulate or have them certified by any foreign official comparable to a notary. Any filing person, United States or foreign, can swear or affirm under penalty of perjury pursuant to 28 U.S.C. § 1746 in lieu of notarization.

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**Additional Information** Any information or documents submitted after the original filing should reference the party and the Transaction Number assigned to the filing by the PNO.

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