

GENERAL INSTRUCTIONS AND INFORMATION

These instructions specify the information that must be submitted pursuant to § 803.1(a) of the premerger notification rules, 16 CFR Parts 801-803 (“the Rules”). Submitted materials must be provided to the Federal Trade Commission (“FTC”) and to the Antitrust Division of the Department of Justice (“DOJ”) (together, “the Agencies”).

Information

The central office for information and assistance concerning the Rules is:

Premerger Notification Office
Federal Trade Commission
400 7th Street, S.W.
Washington, D.C. 20024
Phone: (202) 326-3100
E-mail: HSRhelp@ftc.gov for Rules questions
Premerger@ftc.gov for filing information

Copies of these Instructions, the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (“the Act”), the Rules, FTC final rules (including their Statements of Basis and Purpose) published in the Federal Register, as well as information to assist in submitting the required information are available at the FTC’s Premerger Notification Office (“PNO”) [website](#).

Definitions and Explanation of Terms

Target

The target includes all entities and assets to be acquired by the acquiring person from the acquired person in the reported transaction.

Year

All references to "year" refer to calendar year. If data are not available on a calendar year basis, supply the requested dat

Translations

ULTIMATE PARENT ENTITY (UPE) INFORMATION

UPE Details

Name

Provide the name, legal name, address, and website (if one exists) of the UPE. (1000 characters max)

If a covered entity is a limited partnership, provide the required information for its (a) general partner, regardless of the percentage it holds, and (b) limited partners that (i) currently hold, or will hold as a result of the transaction, 5% or more but less than 50% of the non-corporate interests of the covered entity, and (ii) have or will have the right to serve as, nominate, appoint, veto, or approve board members, or individuals with similar responsibilities, of any covered entity, or of the general partner or management company of a covered entity.

If a minority holder is related to a master limited partnership, fund, investment group, or similar entity that does business under a common name, the d/b/a or "street name" of such group should also be listed, if known to the acquiring person.

If the identity of minority investors or percentages to be held of a covered entity is not finalized at the time of filing, provide good faith estimates and explain in an endnote.

Acquiring Person Structure

Entities Within the Acquiring Person

List the name, city, state, zip code, and country of all U.S. entities, and all foreign entities that have sales in or into the United States, that are included within the acquiring person. Entities with total assets of less than \$10 million may be omitted. Alternatively, the acquiring person may report all entities within it. The acquiring person must also list all names under which the entities do business (e.g., d/b/a names).

The list of entities should be organized by operating company or operating business ("top-level entity"), if applicable. Filings for select 801.30 transactions need not include d/b/a names and the list of entities can be organized as kept in the ordinary course of business.

Annual Reports and Audit Reports

For the acquiring entity(ies) and any entity controlled by the acquiring person whose revenues contribute to a NAICS overlap or any overlap identified in the Overlap Description, provide the CIK number(s)

TRANSACTION INFORMATION

Parties

List the name and mailing address of each acquiring and acquired person and each acquiring and acquired entity. Do not list entities controlled by an acquired entity.

Acquiring UPE

Provide the name, headquarters address, and website of the acquiring person.

Acquiring Entity (ies)

If an entity other than the acquiring UPE is making the acquisition, provide the name, mailing address, and website of that entity.

Acquired UPE

Provide the name, headquarters address, and website of the acquired person.

Target(s)

If the assets, voting securities, or non-corporate interests of an entity other than the acquired UPE are being acquired, provide the name, mailing address, and website of that entity.

Transaction Details

801.30 Transaction

Indicate whether the transaction is subject to § 801.30 and if so, what type(s), including select 801.30.

Transaction Type

Indicate whether the transaction is any of the following (select all that apply):

- Acquisition of voting securities;
- Acquisition of non-corporate interests;
- Acquisition of assets;
- Merger (see § 801.2);
- Consolidation (see § 801.2);
- Formation of a joint venture, other corporation, or unincorporated entity (see §§ 801.40 and 801.50);
- Acquisition subject to § 801.31;
- Secondary acquisition of interests;
- Acquisition subject to § 801.30.

Notification Threshold

This item should only be completed when voting securities are being acquired. If more than voting securities are being acquired, respond to this item only regarding voting securities. Indicate the highest applicable threshold for which notification is being filed. See § 801.1(h).

- \$50 million (as adjusted);
- \$100 million (as adjusted);
- \$500 million (as adjusted);
- 25% (if the value of voting securities to be held is greater than \$1 billion, as adjusted);
- 50%; or
- N/A.

x Synergies and Efficiencies

Provide all studies, surveys, analyses, and reports evaluating or analyzing synergies, and/or efficiencies 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. Financial models without stated assumptions need not be provided.

Plans and Reports

Except for select 801.30 transactions, provide all regularly prepared plans and reports that were provided to the Chief Executive Officer (CEO) of the acquiring entity or any entity that it controls or is controlled by that analyze market shares, competition, competitors, or markets pertaining to any product or service of the acquiring person also produced, sold, or known to be under development by the target, as identified in the Overlap Description. Documents responsive to this item are limited to those prepared or modified within one year of the date of filing.

Except for select 801.30 transactions, provide all plans and reports that were provided to the Board of Directors of the acquiring entity or any entity that it controls or is controlled by that analyze market shares, competition, competitors, or markets pertaining to any product or service of the acquiring person also produced, sold, or known to be under development by the target, as identified in the Overlap Description. Documents responsive to this item are limited to those prepared or modified within one year of the date of filing.

Agreements

Transaction -Specific Agreements

Furnish copies of all documents that constitute the agreement(s) related to the transaction, including, but not limited to, exhibits, schedules, side letters, agreements not to compete or solicit, and other agreements negotiated in conjunction with the transaction that the parties intend to cons3 (i)-7.7 (ng 9-5 (s,28q3.3 3ndu005 Tw 3 [(i)-1e1 (o)m(s)]TJ 0 F Torc-3 (l)2.3-3 (c)-/9ps)TJ 0in tsur(3 (i)-7)-5 (Torc)-3 (l)2.3(l)-1 (doM

No Revenue

If there is no revenue to report, explain why.

NAICS Codes Describing U.S. Operations with Estimates of Revenue

Identify all 6-digit NAICS industry codes that describe the U.S. operations of the acquiring person, inclusive of all entities included within the acquiring person at the time the filing is made.

Responses must be organized by NAICS code in ascending order. For each code, provide the name of the operating business(es) that derive(s) revenue in that code and the estimated revenue range: less than \$10 million; \$10 million or more but less than \$100 million; \$100 million or more but less than \$1 billion; or \$1 billion or more.

Identify each 6-digit NAICS industry code in which both the acquiring person and target derive revenue by checking the overlap box.

For products and services that derived revenue in the most recent year in a non-manufacturing NAICS code, if the revenue is estimated at less than one million dollars, that code may be omitted so long as the code does not overlap with a code in wr co0a63 (c)-9..24 TD [8r nt ytes.6.8

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- 325521 Plastics Materials and Resin Manufacturing
- 3271** Clay Product and Refractory Manufacturing
- 3272** Glass and Glass Product Manufacturing
- 3273** Cement and Concrete Product Manufacturing

o Wholesale Trade

For each 6-digit NAICS code within the industry sector, subsector, or code listed below, list the states or, if desired, portions thereof in which the customers of the acquiring person or associate of the acquiring person are located.

- 42**** Wholesale Trade, except:
 - 42331* Lumber, Plywood, Millwork, and Wood Panel Merchant Wholesalers
 - 42333* Roofing, Siding, and Insulation Material Merchant Wholesalers
 - 42344* Other Commercial Equipment Merchant Wholesalers
 - 42345* Medical, Dental, and Hospital Equipment and Supplies Merchant Wholesalers
 - 42346* Ophthalmic Goods Merchant Wholesalers
 - 42349* Other Professional Equipment and Supplies Merchant Wholesalers
 - 4239** Miscellaneous Durable Goods Merchant Wholesalers
 - 4241** Paper and Paper Product Merchant Wholesalers
 - 4242** Drug and Druggists' Sundries Merchant Wholesalers
 - 42441* General Line Grocery Merchant Wholesalers
 - 42442* Packaged Frozen Food Merchant Wholesalers
 - 42451* Grain and Field Bean Merchant Wholesalers
 - 42452* Livestock Merchant Wholesalers
 - 4247** Petroleum and Petroleum Products Merchant Wholesalers
 - 4248** Beer, Wine, and Distilled Alcoholic Beverage Merchant Wholesalers
 - 42491* Farm Supplies Merchant Wholesalers
 - 42495* Paint, Varnish, and Supplies Merchant Wholesalers

o Insurance Carriers

For the 6-digit NAICS code within the industry subsector listed below, list the state(s) in which the acquiring person or associate of the acquiring person is licensed to write insurance.

- 5241** Insurance Carriers

o Other NAICS Sectors

For each 6-digit NAICS code within the industry sector, subsector, or code listed below, list the states or, if desired, portions thereof in which the acquiring person or associate of the acquiring person conducts such operations.

- 11**** Agriculture, Forestry, Fishing, and Hunting , except:
 - 113*** Forestry and Logging
- 21**** Mining, Quarrying, and Oil and Gas Extraction, except:
 - 2123** Nonmetallic Mineral Mining and Quarrying
- 2213** Water, Sewage, and Other Systems
- 23**** Construction
- 44912* Home Furnishing Retailers
- 4492** Electronics and Appliance Retailers
- 48**** and 49**** Transportation and Warehousing , except:
 - 493*** Warehousing and Storage
- 51**** Information , except:
 - 512*** Motion Picture and Sound Recording Industries
- 5222** Nondepository Credit Intermediation
- 523*** Securities, Commodity Contracts, and Other Financial Investments and Related Activities
- 5242** Agencies, Brokerages, and Other Insurance Related Activities
- 525*** Funds, Trusts, and Other Financial Vehicles

4247** Petroleum and Petroleum Products Merchant Wholesalers
4248** Beer, Wine, and Distilled Alcoholic Beverage Merchant Wholesalers
42491* Farm Supplies Merchant Wholesalers
42495* Paint, Varnish, and Supplies Merchant Wholesalers

44**** and 45**** Retail Trade, except:
44912* Home Furnishings Retailers
4492** Electronics and Appliance Retailers

493*** Warehousing and Storage
512***

