



## NOTIFIABLE TRANSACTIONS

**LONG FORM INFORMATION** - *Notifiable Transactions Regulations, Section 17* - This form provides a framework for supplying to the Competition Bureau the information required under Section 114 of the *Competition Act* and set out in Section 17 of the Regulations. This form should be completed separately by each party to the proposed transaction, although only one party needs to supply a description of the proposed transaction. It is preferable that the parties submit their respective completed forms simultaneously, although they may be submitted separately. Please supply the requested information on the form or in appendices identified by the corresponding section number used in the form. Please ensure that the information is bound together in one or more volumes as necessary. Please note that the Act contains a definition of affiliates in Section 2.

### 1. GENERAL INFORMATION

The party supplying this notice is

- the acquiring party
  the acquired party
  other party to the proposed transaction

\_\_\_\_\_  
Name of the party to the transaction for which this information is supplied

\_\_\_\_\_  
Address of Head Office and Principal Offices of the party

\_\_\_\_\_  
Website Address

E-Mail Address	Telephone Number	Fax Number
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<p><b>Payment of Fees</b></p> <p> <input type="checkbox"/> Included in full                 <input type="checkbox"/> Will be made in full by another party to the transaction             </p> <p> <input type="checkbox"/> Partly included, remaining payment to be remitted by another party to the transaction                 <input type="checkbox"/> Not included but will be remitted by the notifier             </p> <p> <input type="checkbox"/> Cheque  <input type="checkbox"/> Postal Money Order  <input type="checkbox"/> Credit Card  <input type="checkbox"/> Wire Transfer      Date expected: _____             </p>	<p>Official Receipt for Fee Payment should be issued to:</p>
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Name of Individual to Contact	Address
Title	
Telephone Number	Fax Number

Other individual who may be contacted	Address
Title	
Telephone Number	Fax Number

## 2. DESCRIPTION OF THE PROPOSED TRANSACTION

Please indicate the number of pages contained in each appendix in the appropriate column beside each section of this form.		No. of pages	PNU Use
2.1	Description of the proposed transaction (s. 17(a))		
2.2	Full name of each of the parties to the transaction (s. 17(e)(i))		
2.3	Type of proposed transaction: <input type="checkbox"/> 110(2) Acquisition of assets <input type="checkbox"/> 110(3) Acquisition of shares <input type="checkbox"/> 110(4) Amalgamation <input type="checkbox"/> 110(5) Combination <input type="checkbox"/> 110(6) Acquisition of an interest in a combination		
2.4	Describe the consideration given and received by each of the parties (e.g. cash, assets, shares, interests)		
2.5	Expected dates of any major events required to bring about the completion of the transaction, and the scheduled closing date of the transaction		
2.6	Description of the business objectives intended to be achieved as a result of the proposed transaction (s. 17(a))		
2.7	To the extent available, pro forma financial statements of the acquiring party [for a s. 114(1)(a) proposed transaction] or the continuing corporation [for a s. 114(1)(b) proposed transaction] or the combination [for a s. 114(1)(c) proposed transaction], as applicable (s. 17(e)(xiii))		
2.8	Any notice of proposed future acquisition pursuant to s. 115(2)		
2.9	Copies of the legal documents, or the most recent drafts thereof if the documents have not been executed, that are to be used to implement the proposed transaction (s. 17(b))		

## 3. NOTICE TO FOREIGN AUTHORITIES

3.1	List of foreign authorities which have been notified of the proposed transaction by the parties and the date of notification for each (s. 17(c))		
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## 4. INFORMATION REQUIRED FOR EACH PARTY TO THE TRANSACTION

To supply additional information, please attach appendices where applicable.

4.1	List of affiliates of the party, who have significant assets in Canada or significant gross revenues from sales in, from or into Canada (s. 17(d))		
4.1.1	A chart describing the relationships between the party and the affiliates of the party (s. 17(d))		
4.2	Addresses of principal offices of the party and, in the case of a corporation, the jurisdiction under which it was incorporated (s. 17(e)(ii))		
4.3	Names and positions of the senior officers of the party (s. 17(e)(iii))		
4.4	Description of the principal businesses of the party (s. 17(e)(iv))		
4.4.1	The most recent annual report or, if the annual report is not available or if the financial statements are different from those contained in the report, audited financial statements relating to the principal businesses of the party for its most recently completed fiscal year and for subsequent interim periods (s. 17(e)(iv)(A))		
4.4.2	Description of each of the principal categories of products included in each principal business as defined in its day-to-day operations, which the party produces, supplies or distributes (s. 17(e)(iv)(B))		
4.4.3	For each of the principal categories of products identified in Appendix 4.4.2, list the 40 most important customers: (s. 17(e)(iv)(C))		
Customer name and address		Contact Person	
Annual Volume or Value of Purchases	As a percentage of the total	Telephone Number	Fax Number
4.4.4	For each of the principal categories of products identified in Appendix 4.4.2, list the 40 most important suppliers: (s. 17(e)(iv)(C))		
Supplier name and address		Contact Person	
Annual Volume or Value of Purchases	As a percentage of the total	Telephone Number	Fax Number
4.4.5	The location of principal offices of each of the principal businesses of the party (s. 17(e)(iv)(D)).		

**4. INFORMATION REQUIRED FOR EACH PARTY TO THE TRANSACTION (continued)**

To supply additional information, please attach appendices where applicable.		No. of pages	PNU Use
4.4.6	The geographic regions of sales for the principal businesses of the party (s. 17(e)(iv)(E))		
4.5	Gross sales for each principal category of products identified in Appendix 4.4.2, for its most recently completed fiscal year (s. 17(e)(v))		
4.6	The principal categories of products that a senior officer has given approval to develop or make commercially available during the three-year period following the date of notification to the Commissioner, and the anticipated gross sales for each category of products (s. 17(e)(vi)(A))		
4.6.1	Facilities from which each category of products identified in Appendix 4.6 is planned to be produced, supplied or distributed and the planned production capacity of each facility (s. 17(e)(vi)(A))		
4.6.2	Geographic regions where each category of products identified in Appendix 4.6 is planned to be supplied or distributed (s. 17(e)(vi)(B))		
4.7	The principal categories of products purchased or acquired by the party and its total expenditures for each principal category of product, for its most recently completed fiscal year (s. 17(e)(viii))		
4.8	The number of votes attached to voting shares, held directly or indirectly, by the party in any corporation carrying on an operating business, where the total of all votes attached shares so held exceeds twenty per cent of the votes attached to all outstanding voting shares of the corporation (s. 17(e)(ix)) and the percentage of outstanding voting shares which that number represents		
4.9	The share of profits of any combination carrying on an operating business or the share of its assets on dissolution which the party is entitled to, where the party is entitled to more than thirty-five per cent of the profits of the combination or more than thirty-five per cent of its assets on dissolution (s. 17(e)(x))		
4.10	A copy of every proxy solicitation circular, prospectus and other information form filed with a securities commission, stock exchange or other similar authority in Canada or elsewhere or sent or otherwise made available to shareholders within the previous two years (s. 17(e)(xi))		
4.11	If the party has taken a decision or entered into a commitment or undertaking to make significant changes in any business to which the proposed transaction relates, a summary description of that decision, commitment or undertaking (s. 17(e)(xiv))		

**5. INFORMATION REQUIRED FOR EACH AFFILIATE OF THE PARTY IDENTIFIED IN PART 4**

5.1	Full name of the affiliate (s. 17(e)(i))		
5.2	Addresses of principal offices of the affiliate and, in the case of a corporation, the jurisdiction under which it was incorporated (s. 17(e)(ii))		
5.3	Names and positions of the senior officers of the affiliate (s. 17(e)(iii))		
5.4	Description of the principal businesses of the affiliate (s. 17(e)(iv))		
5.4.1	The most recent annual report or, if the annual report is not available or if the financial statements are different from those contained in the report, audited financial statements relating to the principal businesses of the affiliate for its most recently completed fiscal year and for subsequent interim periods (s. 17(e)(iv)(A))		
5.4.2	Description of each of the principal categories of products included in each principal businesses as defined in the party's day-to-day operations which the affiliate produces, supplies or distributes (s. 17(e)(iv)(B))		
5.4.3	For each of the principal categories of products identified in Appendix 5.4.2, list the 40 most important customers: (s. 17(e)(iv)(C))		
Customer name and address		Contact Person	
Annual Volume or Value of Purchases	As a percentage of the total	Telephone Number	Fax Number
5.4.4	For each of the principal categories of products identified in Appendix 5.4.2, list the 40 most important suppliers: (s. 17(e)(iv)(C))		
Supplier name and address		Contact Person	
Annual Volume or Value of Purchases	As a percentage of the total	Telephone Number	Fax Number
5.4.5	The location of principal offices of each of the principal businesses of the affiliate (s. 17(e)(iv)(D))		
5.4.6	The geographic regions of sales for each principal business of the affiliate (s. 17(e)(iv)(E))		

<b>5. INFORMATION REQUIRED FOR EACH AFFILIATE OF THE PARTY IDENTIFIED IN PART 4 (cont.)</b>		<b>No. of pages</b>	<b>PNU Use</b>
5.5	Gross sales for each principal category of products identified in Appendix 5.4.2 for its most recently completed fiscal year (s. 17(e)(v))		
5.6	The principal categories of products that a senior officer has given approval to develop or make commercially available during the three-year period following the date of notification to the Commissioner, and the anticipated gross sales for each category of products (s. 17(e)(vi))		
5.6.1	Facilities from which each category of products identified in Appendix 5.6 is planned to be produced, supplied or distributed and the planned production capacity of each such facility (s. 17(e)(vi)(A))		
5.6.2	Geographic regions where each category of products identified in Appendix 5.6 is planned to be supplied or distributed (s. 17(e)(vi)(B))		
5.7	The principal categories of products purchased or acquired by the affiliate and its total expenditures for each principal category of product, for its most recently completed fiscal year (s. 17(e)(viii))		
5.8	The number of votes attached to voting shares held, directly or indirectly through one or more affiliates or otherwise, by the affiliate in any corporation carrying on an operating business, whether through one or more subsidiaries or otherwise, where the total of all votes attached to shares so held exceeds twenty per cent of the votes attached to all outstanding voting shares of the corporation (s. 17(e)(ix))		
5.9	The share of profits of any combination carrying on an operating business or the share of its assets on dissolution which the affiliate is entitled to, where the affiliate is entitled to more than thirty-five per cent of the profits of the combination or more than thirty-five per cent of its assets on dissolution (s. 17(e)(x))		
5.10	A copy of every proxy solicitation circular, prospectus and other information form filed with a securities commission, stock exchange or other similar authority in Canada or elsewhere or sent or otherwise made available to shareholders within the previous two years (s. 17(e)(xi))		
5.11	If the affiliate has taken a decision or entered into a commitment or undertaking to make significant changes in any business to which the proposed transaction relates, a summary description of that decision, commitment or undertaking (s. 17(e)(xiv))		
<b>6. OVERLAPPING PRODUCTS</b>			
6.1	The principal categories of products identified in Appendices 4.4.2 and 5.4.2 that, to the extent known by the party, are produced, supplied or distributed by both the party or its affiliates and the other party to the proposed transaction or its affiliates (s. 17(e)(vii))		
6.1.1	For each principal category of products identified in Appendix 6.1 the location of all warehouses, plants, retail establishments or other places from which each such category of products is produced, supplied or distributed (s. 17(e)(vii)(A))		
6.1.2	For each facility identified in Appendix 6.1.1, the geographic regions where each such category of products identified in Appendix 6.1 is supplied or distributed (s. 17(e)(vii)(B))		
6.1.3	The principal mode of transportation for each such category of products identified in Appendix 6.1 in each geographic region identified in Appendix 6.1.2 (s. 17(e)(vii)(C))		
6.1.4	The total annual cost of transportation expressed in dollar values, the total revenues in dollars and total number of units shipped for each such category of products identified in Appendix 6.1 and each geographic region identified in Appendix 6.1.2 (s. 17(e)(vii)(D))		
6.1.5	For each principal category of products identified in Appendix 6.1 the current product capacity and current rate of capacity utilization of each facility identified in Appendix 6.1.1, calculated in accordance with the methods used by that party in its day-to-day operations (s. 17(e)(vii)(E))		
6.2	All reports, studies, surveys and analyses that were prepared or received by a senior officer, together with an indication of the date of preparation, and the name and title of the author of each document, for the purpose of evaluating or analysing the proposed transaction with respect to the principal categories of products identified in Appendix 6.1, its potential impact on prices, the market shares, the competition or the competitors for these categories of products, innovation and the potential for sales growth, or expansion into new products or geographic regions (s. 17(e)(xii))		
6.3	All marketing plans, business plans and strategic plans, and similar documents that were prepared or received by a senior officer, and have been implemented in Canada over the last three years or are to be implemented in Canada, for each of the principal categories of products identified in Appendix 6.1 (s. 17(e)(xv))		
<b>7. OATHS AND SOLEMN AFFIRMATIONS</b>			
7.1	Any oath or solemn affirmation required in respect of information not being supplied pursuant to subsections 116(1), 116(2) or 116(2.1) of the Act		
7.2	Certification on oath or solemn affirmation of correctness and completeness of information as required under section 118 of the Act		
<b>8. OPTIONAL INFORMATION</b>			
8.1	Is the proposed transaction public? <input type="checkbox"/> Yes <input type="checkbox"/> No		
8.2	Where the structure of the proposed transaction is complex (e.g., involves several parties, steps or assets being transferred at different times), explain the rationale for giving one notice and not several.		
8.3	For statistical purposes, please indicate the value of the transaction as determined in the prescribed manner pursuant to the <i>Notifiable Transactions Regulations</i> .  Aggregate Value of the Assets _____ or Gross Revenues from Sales _____		
8.4	Any web site addresses which may contain information relevant to the competition assessment of the proposed transaction (e.g. industry associations, competitors)		
8.5	Any other information which the party considers relevant		