

801.1(d)

From: [REDACTED]
To: FTC.SERIOUS("mverne@FTC.gov")
Date: 1/7/02 3:44PM
Subject: Interpretation Re: "Principal Offices" Location for Purposes of "Foreign Issuer" Exemption

Dear Mr. Verne:

As discussed on the telephone earlier this afternoon, this firm represents a company we believe to be a "foreign issuer" under section 801.1(e)(2)(ii) of the HSR regulations. As I told you on the phone, the company is Canadian and is incorporated and organized under the laws of Canada. We also are of the view that its "principal offices" are in Canada, but that is the point on which we believe we could benefit from some interpretative guidance from your office. Therefore, as indicated on the telephone, I have typed up and attached a one-page summary of the factors I believe are most pertinent to determining the location of the company's "principal offices." I would greatly appreciate your views on the location of the company's principal offices based on the facts described in the attached. If you have questions or need more information, please don't hesitate to contact me by either telephone ([REDACTED]) or e-mail ([REDACTED]). Many thanks again for your assistance.

Sincerely,

[REDACTED]

ADVISED THE WRITER THAT BASED
ON THE TOTALITY OF THE FACTS PRESENTED,
WE WOULD DEEM THIS CORPORATION TO
BE A FOREIGN ISSUER.
N. OVOKA CONCURS.

Michael Verne

1/7/02