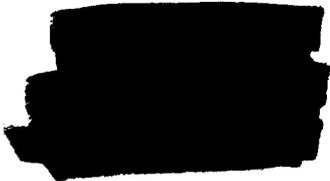


802.50  
802.51



MEMORANDUM

To File  
From [Redacted]  
Date [Redacted]

Facts: In 1990, Corporation A ( a foreign corporation) and Corporation B ( a U.S. corporation) each contributed certain assets and formed 1) Corporation X (a Swiss Joint Venture) and 2) Partnership Y, (a U.S. Partnership). A and B each own 50% of Corporation X and Partnership Y. No premerger notifications were made at the time X and Y were formed. Corporation A and B now wish to contribute additional assets to X and Y as follows:

1. B's Contribution to Y partnership – assets located in U.S. valued at \$10 million, no revenues in U.S. in the most recent year.
2. A's Contribution to Y Partnership – intellectual property currently valued at \$0, no revenues in U.S. in most recent year.
3. A's contribution to X Joint Venture – foreign assets valued at \$50 million, no revenues in U.S. in most recent year
4. B's contribution to X Joint Venture – foreign intellectual property currently valued at 0, no revenues in U.S. in most recent year.

I have assumed for purposes of analysis that 1) the size of parties test has been met 2) both A and B are the ultimate parent entities of X and Y.

Analysis:

1. A's acquisition from B consists of \$10 million in U.S. assets – These assets would be exempt under 802.51(c)
2. B's acquisition from A consists of foreign assets valued at \$50 million – These assets would be exempt under 802.50

Conclusion: Premerger Notification is not required.

AGREE . THERE IS NO FILING REQUIRED .  
N. OWKA CONCURS.

1



B. Michael Verne  
10/7/01