



Court judgment on the prohibition order. On [REDACTED], the Court of First Instance ("CFI") annulled the Commission's prohibition order and, as a result thereof, the divestiture decision. [REDACTED] plans to retain ownership of [REDACTED] and begin voting the [REDACTED] shares it holds. It is currently seeking a clearance decision from the European Commission on the "remand" from the CFI's annulment decision. We write because [REDACTED] believes it is not required to make any additional filings pursuant to the HSR Act to retain ownership or begin voting the [REDACTED] shares it currently holds.

You may remember that prior to filing the HSR notification on behalf of [REDACTED], we contacted your office to determine whether, in light of the operation of Article 7(3) prohibiting [REDACTED] from voting the shares until the favorable completion of the EC merger review process, the acquisition of [REDACTED] shares would be the acquisition of convertible voting securities (as defined in 16 C.F.R. § 801.1(f)(2)) and therefore exempt from the requirements of the HSR Act pursuant to 16 C.F.R. § 802.31. See Letter to Marian Bruno from [REDACTED] and [REDACTED] dated March 21, 2001. You informed us that the Commission staff did not agree that the operation of Article 7(3) caused the [REDACTED] shares then to be acquired by [REDACTED] to be convertible securities, but that if [REDACTED] were required to take the shares under French law prior to expiration of the waiting period, then the conflict in laws might be resolved by placing the shares in escrow. Because of the speedy review of the transaction by the Federal Trade Commission, the escrow arrangement proved unnecessary.

We are aware that under 16 C.F.R. § 803.7, a notification under the HSR Act expires one year after the expiration of the waiting period, and that more than a year has passed since the expiration of the waiting period on [REDACTED] acquisition of [REDACTED] shares. Our view is, however, that no new filing is required. We believe this for two reasons: first, the acquisition notified on [REDACTED] -- the acquisition of [REDACTED] shares through a tender offer -- in fact was completed on [REDACTED], well in advance of the expiration of the notification. Second, as a result of the CFI's decision, the European Commission has restarted its review of the transaction and, as soon as that review is favorably completed, Article 7(3) will cease to control [REDACTED]'s voting rights and it will be able to vote the shares it has now held for 18 months. Given the staff's position that the shares were voting securities subject to the HSR Act when they were acquired in 2001, the lifting of the prohibition under Article 7(3) should not make any difference for HSR purposes.

Please contact me at your earliest convenience if you disagree with this analysis.

Thank you for your attention to this matter.

[REDACTED]