

Johnson, Janice C.

From: [REDACTED]
Sent: Friday, December 16, 2005 12:22 PM
To: Johnson, Janice C.
Subject: Hart-Scott Rodino Rule 802.51

Importance: High

FTC Premerger Notification Office

Attn: Janice Johnson

Dear Ms. Johnson:

Pursuant to our telephone conversation this morning, this is to confirm that our client has no reporting requirements under the Hart-Scott-Rodino Act pursuant to Rule 802.51 of the Act. This provision relates to the exemption from the HSR notification requirements of an acquisition by a foreign entity of the voting securities of a foreign issuer. The question posed was whether two Canadian corporations are subject to the filing requirements of the Hart-Scott-Rodino Act.

Facts. Two Canadian public pension plans have each formed a (100% owned) subsidiary Canadian corporation. These corporations, SubCorp. A and SubCorp. B, in turn formed a Canadian limited partnership ("LP"). SubCorp. A holds 85% interest in LP and SubCorp. B holds 15% interest in LP. LP will invests approximately US\$85 million in a [REDACTED] corporation ("NV"). LP will acquire approximately 30% voting securities of [REDACTED] in exchange for its investment. For purposes of Rule 802.51, LP does not have control of [REDACTED]. [REDACTED] invests in several foreign entities in a complicated tiered-ownership structure that ultimately results in an acquisition of voting securities in another foreign corporation ("NV") that has its corporate office in the United States. NV has no sales in or into the United States and we have been told NV has no assets in the United States. Through the tiered ownership structure, [REDACTED] holds less than 15% of the voting securities of NV.

Results. The result of our discussion was that SubCorp. A and SubCorp. B and LP (each a foreign person) are exempt from any reporting requirements under the Hart-Scott-Rodino Act based upon Rule 802.51 because they are foreign persons and they will acquire less than 50% of the voting securities of [REDACTED] (a foreign issuer) as a result of the transaction.

Please contact me immediately if this does not accurately reflect your conclusion on this issue. Thank you again for your time and consideration. kind regards, [REDACTED]

The conclusion is correct.
JJ

M. Verne Conlors