

802.50
802.51

Verne, B. Michael

From: [REDACTED]
Sent: Tuesday, September 09, 2008 9:52 AM
To: Verne, B. Michael
Subject: HSR: sales not considered in or into the U.S.

Mike,

I am writing to confirm my understanding as to what constitutes "sales in or into" the United States for purposes of 16 C.F.R. §§ 802.50 and 802.51.

A part of a proposed transaction involves the acquisition of a Canadian entity ("Canadian Target") that owns a manufacturing plant in Canada. The plant manufactures and assembles certain parts for automobiles. The sales by Canadian Target are made to customers in Canada, and the products sold by Canadian Target ultimately are incorporated in new automobiles.

The automobile parts sold by Canadian Target are not designed in such a way that they can only be sold in the United States, and Canadian Target does not control where the automobile parts it sells to customers in Canada are ultimately resold.

The automobiles the parts are incorporated into maybe sold primarily in the United States. However, we understand that these are not automobiles that can only be sold in the United States.

Please confirm my understanding is correct that the sales made by Canadian Target do not constitute "sales in or into" the United States under the HSR rules.

Best regards,

[REDACTED]

[REDACTED]

AGREE -
BM
9/9/08

The preceding email message may be confidential or protected by the attorney-client privilege. It is not intended for transmission to, or receipt by, any unauthorized persons. If you have received this message in error, please (i) do not read it, (ii) reply to the sender that you received the message in error, and (iii) erase or destroy the message. Legal advice contained in the preceding message is solely for the benefit of the [REDACTED] client(s) represented by the Firm in the particular matter that is the subject