

Verne, B. Michael

801.30
803.5

From: [REDACTED]
Sent: Wednesday, November 12, 2008 12:01 PM
To: Verne, B. Michael
Subject: Cash Tender Offer

Dear Mike:

We are representing a major shareholder in a transaction that is a cash tender offer under Japanese law. Assuming that the transaction will require an HSR filing in the U.S., based on 801.30(a)(3) we believe that, even if there is an agreement between the acquiring company and the issuer or the acquiring company and the major shareholders, the transaction will be treated as an 801.30(a)(3) transaction.

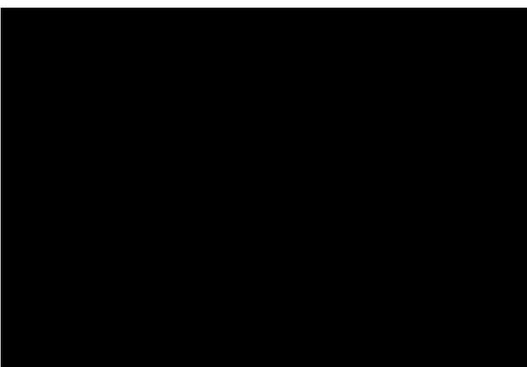
We understand that this will require an 803.5(a) affidavit and a public announcement. We understand from Interpretation 240 that the public announcement does not need to include either the price or the number of shares, even if the price is known at the time of the public announcement.

Could you please confirm that this is an 801.30(a)(3) transaction and that the public announcement that is required does not need to include the price?

Thanks.

Kind regards.

Agree
B
11/12/08



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