

(PS)  
This material may be subject to  
the confidentiality provision of  
Section 7A(d) of the Clayton Act  
which restricts release under the  
Freedom of Information Act

December 3, 1984

Mr. Patrick Sharpe  
Compliance Specialist  
Federal Trade Commission  
Six Pennsylvania Avenue  
Room 301  
Washington, DC 20580

Dear Mr. Sharpe:

I refer to our telephone conversation of earlier today in which we discussed the proposed disposition by our client of all of the stock of a U.S. subsidiary and the proposed disposition by a two-tier foreign subsidiary of all of the stock of three other foreign subsidiary corporations.

Our client is a U.S. person which is a listed company. The Purchaser is also a U.S. company and the size of the parties test is met. The purchase price for the stock of the U.S. subsidiary, which is owned by the U.S. parent corporation, has not been firmly determined but is expected to be about \$14 million. In no event will the purchase price for the stock equal or exceed \$15 million. The purchase price for the stock in the three foreign subsidiaries is expected to be in the \$14 million range. In no event will the purchase price for the stock of these foreign subsidiaries equal or exceed \$15 million. The stock of these foreign subsidiaries is actually held by a United Kingdom holding company which is owned by a Delaware corporation which is wholly owned by the U.S. parent corporation.

The acquisition by the Purchaser of all of the stock of the U.S. subsidiary is exempt under the Minimum Dollar Value rule of Section 802.20(b) because the purchase price for its stock will be less than \$15 million and the net sales and total assets of this U.S. subsidiary (and all subsidiaries it controls) will each be less than \$25 million.

The acquisition of all of the stock of the three foreign subsidiaries, which are foreign issuers under the Rule, is exempt under Section 802.50(b) because these three foreign issuers (and any entities controlled by them) do not hold assets in the U.S. having a book value of \$15 million or more and have not made sales in or into the U.S. of \$25 million or more in any fiscal year.

Although consummation of each of the acquisitions is expected to be conditional upon the other, and may be viewed as part of a single transaction, it is our view, in which you have concurred, that the transaction does not require filing under the Hart-Scott-Rodino Antitrust Improvements Act and there is no waiting period.

The determination as to amount of net assets is being taken from the last regularly prepared balance sheet of the applicable subsidiary and the determination of net sales of each of these issuers is being taken from the last regularly prepared annual income and expense statement of the applicable subsidiary. Since the U.S. subsidiary is on an end-of-December fiscal year basis, the last prepared annual statement is for the year ended December, 1983 and it is expected that the annual statement for the year ended December, 1984 will not be available until after February 1, 1985 at the earliest. (The annual financial statements have been ready in the past around February 20 in each year.) Thus, we are currently using the 1983 annual statement in order to determine the net sales and will continue to do so until the 1984 annual statement becomes available.

Accordingly, based on the above analysis of the Rules under the HSR Antitrust Improvements Act, and assuming that the purchase price for the securities of the U.S. subsidiary will be less than \$15 million and that its consolidated sales and total assets will be less than \$25 million, and assuming that the price for the foreign portion, representing payment to the U.K. subsidiary for the stock of three foreign subsidiaries will be less than \$15 million and assuming that none of these foreign issuers has net sales in or into the U.S. of \$25 million or more and that their assets (if any) in the U.S. have a book value of less than \$15 million (as a matter of fact only one of these foreign subsidiaries has any sales into the United States and none have any assets in the United States), no filing is required under the Act and no waiting period is applicable under the Act.

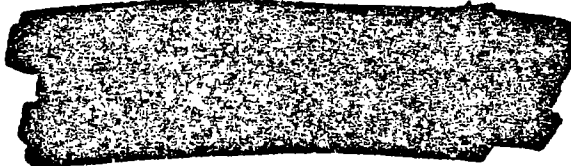
Mr. Patrick Sharpe

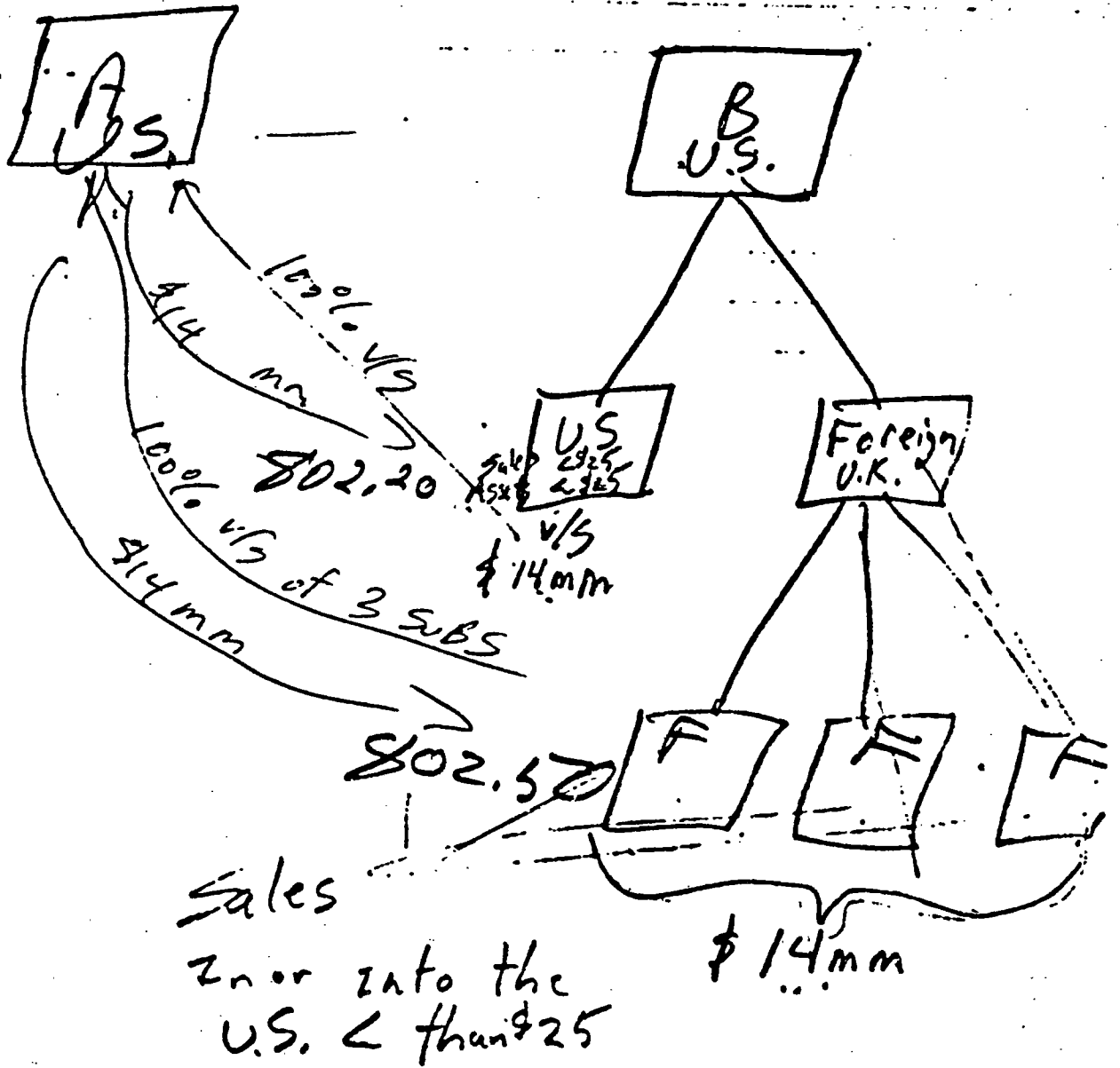
-3-

December 3, 1984

I would appreciate your telephoning me if this letter does not accurately set forth our discussion of today.

Very truly yours,

A small, dark, rectangular redacted area, likely covering a name or title.A large, dark, rectangular redacted area, likely covering a name or title.



We examine the 802.20 & 802.50 by issuer. Accordingly, these transactions are exempt given the information provided. Note: facts, dollar values given, but enough info (less than \$15mm etc) is given to determine exemption.

called 12-6-84 11:50

Andy concurred with analysis

upon later review by U.K.

the applicability of 802.50 is questionable since 801.11 may be applicable.