



February 6, 1985

Andrew Scanlon, Esq.
Federal Trade Commission
Bureau of Compliance
Room 301
Premerger Notification Office
Sixth and Pennsylvania, N.W.
Washington, D.C. 20580

Dear Mr. Scanlon:

At your invitation, I write to you to confirm your response to my telephone inquiry yesterday regarding the possible requirement of filing a premerger notification on the facts which I described to you. Those facts are as follows:

A large American corporation ("A") proposes to buy 100% of the outstanding common stock of a foreign holding company ("B") which itself is owned by a large foreign holding company. B wholly owns various foreign subsidiaries as well as a 15% interest in an American company ("C"). Concurrently, with the acquisition of B, A will acquire the remaining 85% of the outstanding capital stock of C from the American parent of C, which is itself a wholly-owned subsidiary of the same foreign holding company that owns B. B, together with the subsidiaries it controls, does not hold assets in the United States having an aggregate book value in excess of \$15,000,000, nor has it, together with its subsidiaries, made aggregate sales in or into the United States of \$25,000,000 or more in the most recent fiscal year. A diagram showing the current ownership of B and C is attached.

Separately, C does not have assets valued at more than \$15,000,000 nor does it, together with all entities which it controls, have annual net sales or total assets of \$25,000,000 or more.

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

[REDACTED]

Andrew Scanlon, Esq.

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You have informed me that the concurrent acquisitions of B and C by A are exempt under Section 802.50 and Section 802.20, respectively, of the Rules promulgated under 15 U.S.C. § 18a relating to acquisitions of foreign issuers and acquisitions of a minimum dollar value, respectively. Further, you have specifically confirmed that the two exemptions stand alone and that American sales of C would not be attributed to B for purposes of determining the applicability of Section 802.50 to the acquisition of B.

If the above accurately describes the facts which I explained to you by telephone and your response to me, please so acknowledge by signing the additionally enclosed copy of this letter in the space provided below and returning it to me in the enclosed self-addressed envelope. If you have further questions or comments, please do not hesitate to telephone me collect at [REDACTED]

Very truly yours,

[REDACTED]

Enclosures

ACKNOWLEDGED:

2/11/85 TJC Scanlon [REDACTED]

TJC
my advice to him as described in this letter was inaccurate and that the facts described in this letter constituted a reportable transaction since the [REDACTED] [REDACTED]

