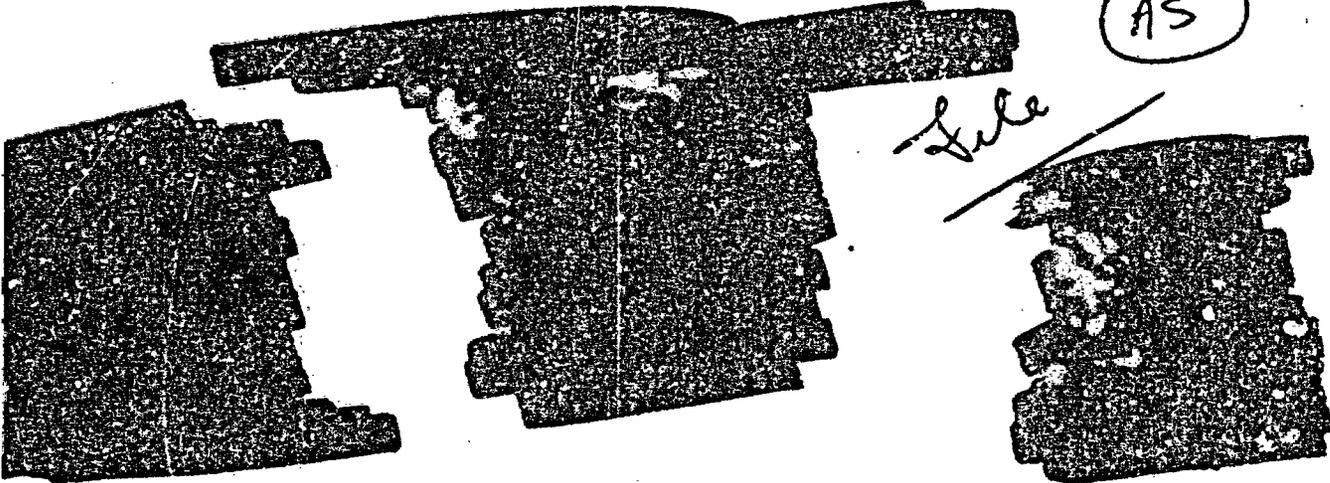


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July 1, 1985

VIA FEDERAL EXPRESS

Andrew Scanlon, Esq.  
Department of Justice  
Bureau of Competition  
Room 303  
Sixth Street and  
Pennsylvania Avenue, N.W.  
Washington, D.C. 20580

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RECEIVED  
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PREMERGER  
NOTIFICATION  
OFFICE  
OF JUSTICE

Dear Mr. Scanlon:

On behalf of our client, [redacted] this firm requests the opinion of the Premerger Notification Office as to a prospective transaction. Specifically, [redacted] a [redacted] desires to acquire certain tangible and intangible assets of [redacted] a wholly-owned subsidiary of [redacted] that is [redacted]

As detailed in the corporate report submitted herewith, [redacted] is engaged, among other things, in the breeding and production of monogerm sugar beet seed. Taking into account its subsidiaries and related companies, [redacted] has total fixed assets of approximately 1 billion [redacted] equivalent to approximately 100 million dollars. Among the [redacted] family of companies, it should be noted, is a U.S. corporation known as [redacted] which is engaged in the business of biotechnological development, and two U.S. wholly-owned subsidiaries, both of which are presently inactive.

On or about [REDACTED] with the United States  
[REDACTED] for the Northern District of Texas, Dallas  
Division [REDACTED]. Under Chapter 11 of the  
[REDACTED], [REDACTED] has continued in the manage-  
ment and operation of its business as a debtor-in-possession.

Having negotiated with [REDACTED] over a period of  
several months, [REDACTED] has reached an agreement pursuant  
to which it would acquire certain assets and assume certain  
obligations of [REDACTED] for a sum not to exceed  
[REDACTED]. The assets to be purchased are the following:

- 1) [REDACTED] inventories [REDACTED] at  
closing.
- 2) [REDACTED] right and obligation to purchase  
[REDACTED] by [REDACTED], in  
[REDACTED] comprising approximately [REDACTED] acres of [REDACTED]  
production.
- 3) [REDACTED] interest in any patents,  
trademarks, copyrights or know-how relating to the  
cultivation and production of [REDACTED]
- 4) All of [REDACTED] tangible assets and  
properties, including fixtures and equipment  
located at its research and [REDACTED] processing  
facilities in [REDACTED].
- 5) The know-how of [REDACTED] and its employees as  
it relates to the [REDACTED] business.
- 6) Research materials and technical data relating to  
the cultivation and production of [REDACTED]  
by [REDACTED]
- 7) All of [REDACTED] rights and obligations under  
three contracts, namely with [REDACTED]  
[REDACTED] and [REDACTED]

The acquisition would, as set forth above, be limited to  
these assets and would not include securities, voting or  
otherwise, or any cash on hand.

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Of the potential total purchase price of [REDACTED] only [REDACTED] thereof would be payable in cash at a closing to be held once [REDACTED] approval is obtained. Such cash payment by [REDACTED] would be in consideration of items 1, 3, 4, 5 and 6 listed above. Payment of the remaining \$1,600,000 would be contingent on the sale of [REDACTED] to [REDACTED], and to growers in designated areas over a period of three years.

The contingent portion of the purchase price (\$1,600,000) may be detailed as follows. Pursuant to the purchase agreement, [REDACTED] will assume the obligations of [REDACTED] under certain agreements to provide [REDACTED] to [REDACTED] and [REDACTED]. This [REDACTED] principally by [REDACTED]. Of the initial sales by [REDACTED] and Monitor within the scope of the asset purchase agreement, [REDACTED] will remit to [REDACTED] the first \$600,000 received from these companies.

The remaining \$1,000,000 of the contingent portion of the purchase price is tied to future sales by [REDACTED] to growers in designated areas in the proximity of [REDACTED] refining facilities. In that these facilities are no longer in operation and are for sale, it is not certain that the [REDACTED] in the designated areas will continue to buy [REDACTED]. But in the event that the [REDACTED] do continue to buy [REDACTED] has agreed to pay a per pound royalty to [REDACTED]. The royalty payment, which cannot exceed a total of \$1,000,000, will be calculated on sales to the growers in 1986, 1987, and 1988.

Separate and apart from the potential purchase price of \$2,883,000, [REDACTED] will assume, in accordance with item 2 above, the purchase obligations of [REDACTED] under a contract with [REDACTED]. This obligation, [REDACTED] has been advised, will total approximately \$1,200,000.

Finally, [REDACTED] has agreed to assume the obligations of [REDACTED] under an agreement with [REDACTED] Inc. This entails the payment of a royalty on further sales of certain [REDACTED] purchased from [REDACTED] under the agreement. Upon prior [REDACTED] sales, we believe the royalty payments to [REDACTED] will be minimal.

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It is the understanding of this firm that the transaction, as set forth herein, is not within the scope of the Hart-Scott-Rodino Antitrust Improvements Act of 1976 so as to require filing of a premerger notification statement. While [redacted] is an acquiring person with total assets of more than \$100 million and [redacted] is an acquired person with assets of more than \$10 million so as to satisfy the size-of-person test, the transaction is not large enough to trigger filing. In particular, [redacted] would immediately acquire assets with a fair market value of only [redacted]. Such amount, when weighted against total corporate assets of [redacted], does not constitute the requisite 15% of [redacted].

[redacted] submits this letter together with the corporate report of [redacted] and a copy of the asset purchase agreement in an effort to comply with the spirit of the Hart-Scott-Rodino Antitrust Improvements Act. While it does not believe that the contemplated transaction rises to the level necessary to trigger premerger notification, it submits this letter in a good faith effort to open inquiry in the transaction.

If you need additional information please contact me.

Yours truly,

[redacted signature]

[redacted]  
Enclosure

7/6/85 Called [redacted] not in.  
Talked to his secretary  
Left message that I agree with  
the conclusion above.

[Handwritten signature]