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February 18, 1987

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

REC'D IN NOTION FEB 20 2 44 PM '87

Ms. Linda Heban
Premerger Notification Office
Bureau of Competition
Federal Trade Commission
Washington, D.C. 20530

Dear Ms. Heban:

UPE?

I am writing to confirm our telephone conversation last week concerning Section 802.50 of the Commission's Premerger Notification Rules with respect to the following situation: A United States corporation plans to acquire all of the issued and outstanding voting securities of a wholly-owned foreign subsidiary of another United States corporation. The foreign subsidiary is not incorporated in the United States, is not organized under the laws of the United States and does not have its principal offices within the United States. In addition, the foreign subsidiary holds no assets located in the United States and made no sales in or into the United States in its most recent fiscal year. You indicated that, under these circumstances, the contemplated transaction would be exempt from the requirement of a Hart-Scott-Rodino Act filing by virtue of Section 802.50(b). In particular, the foreign subsidiary would be regarded as a "foreign issuer" for purposes of the rule, notwithstanding the fact that the ultimate parent entity is a United States person.

I would appreciate your notifying me promptly if the above does not accurately reflect the staff's interpretation of this rule.

Thank you again for your assistance in this matter.

Very truly yours,

[Redacted signature]

[Redacted]

2/24/87 Okay, assuming acquiring person is U.S. UPE

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