



December 23, 1987 subject 42  
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Patrick Sharpe, Esq.  
Staff Attorney  
Premerger Notification Office  
Bureau of Competition  
Room 303  
Federal Trade Commission  
Washington, D.C. 20580

Dear Mr. Sharpe:

This is to confirm our telephone conversation of December 21, 1987. During this conversation, I explained a technical restructuring of a company which we represent, and you agreed with me that this restructuring would not necessitate a Hart-Scott-Rodino filing. The facts which we discussed are as follows:

We represent Company X which is a Netherlands Antilles corporation, doing business in the United States. The ultimate parent of Company X is Company Z which also is a Netherlands Antilles corporation. As the tax treaty between the United States and the Netherlands Antilles has recently expired, Company Z has decided to restructure Company X into a Netherland corporation. Therefore, Company Z has created Company Y which is a Netherland corporation. Company Z also is the ultimate parent of Company Y. Company Y will acquire all of the assets of Company X in a non-taxable transaction. Company Z has total assets or annual net sales of over \$100 million and over \$15 million worth of assets in the United States is being acquired from Company X.

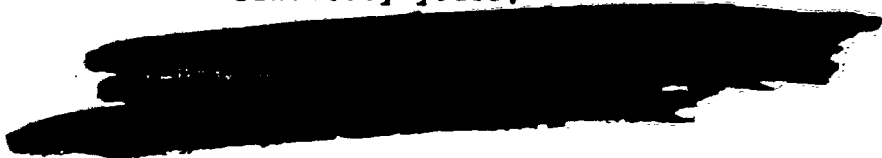
It is my understanding from our discussion that inasmuch as Company Z is the ultimate parent of Company X and Y, then Company Y's acquisition of Company X's assets does not necessitate a Hart-Scott-Rodino filing pursuant to Premerger Notification Rule 802.30. Based on our discussion, we do not intend to make a Hart-

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Scott-Rodino filing with respect to Company Y's acquisition of Company X's assets. If, for any reason, you now believe this acquisition would necessitate a Hart-Scott-Rodino filing, please let me know as soon as possible.

Best wishes.

Sincerely yours,

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I concur  
called

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1-4-88