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VIA FEDERAL EXPRESS

April 12, 1988

Premerger Notification Office  
Bureau of Competition  
Federal Trade Commission  
Room 303  
6th Street and Pennsylvania Avenue, N.W.  
Washington, D.C.

Attention: Mr. Wayne Kaplan

Gentlemen:

This letter is in furtherance of the conversation which I had with Mr. Wayne Kaplan of your office on April 11, 1988 regarding whether a proposed consolidation involving six foreign corporations requires the filing of a Notification and Report Form for certain Mergers and Acquisitions ("Premerger Notification") under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended ("HSR"). Pursuant to Rule 803.30 of the regulations promulgated under HSR, we hereby request an informal ruling from your staff as to (a) whether the transaction, as described herein, requires the filing of a Premerger Notification and (b) in the event that you conclude that a Premerger Notification is required, which parties to the transaction are required to make the necessary filing. The relevant facts are set forth below.

[Redacted] a foreign corporation [Redacted], is owned 50% by the public and 50% by a foreign natural person ("Mr. H"). [Redacted] owns 61% of Corporation A, a foreign corporation ("A Corp."), 83% of Corporation B, a foreign corporation ("B Corp."), 69% of Corporation C, a foreign corporation ("C Corp."), and 40% of Corporation D, a foreign corporation ("D Corp."). In addition, A Corp., through a wholly-owned subsidiary, owns a Delaware corporation which owns substantial assets in the United States. A Corp. also owns 31% of D Corp., which in turn, through another foreign subsidiary, owns various United States companies which also own substantial assets in the United States. Neither B Corp. nor C Corp. own any assets in the United States or make any sales in or to the United States. A diagram depicting the current corporate structure of [Redacted] and its subsidiaries is attached to this letter.

[REDACTED]

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The proposal under consideration is that a newly formed foreign corporation, [REDACTED] will acquire all of the outstanding voting securities of [REDACTED], B Corp., C Corp. and D Corp. pursuant to non-cash exchange offer and that, following the consolidation, Mr. E will own approximately 30% of the outstanding voting securities of [REDACTED] and members of the public (who currently own a minority interest in [REDACTED] and each subsidiary) will own the remaining 70%. No United States resident or corporation currently owns, or immediately upon consummation of the transaction will own, voting securities of any of the parties to the transactions which are valued at \$15,000,000 or more or otherwise may be deemed to control any of the entities.

[REDACTED] is a newly organized foreign corporation having nominal assets. Its shareholders currently include approximately eight individuals who do not have any financial interest in [REDACTED] or its subsidiaries, and who acquired the voting securities to organize the corporation and facilitate the proposed transaction. None of the current shareholders of [REDACTED] currently owns 50% or more of the voting securities of [REDACTED] or otherwise control [REDACTED].

A Corp. and D Corp., the two companies having United States assets, both have assets or sales in excess of \$100,000,000. In addition, the value of the voting securities being transferred to [REDACTED] with respect to [REDACTED] A Corp. and D Corp. is, in each case, over \$15,000,000 and will confer control over the actual party being acquired.

During my conversation with Mr. Kaplan, he advised me that he did not believe the transaction requires the filing of a Premerger Notification on the basis that it is exempt as an intra-person transaction under Rule 802.30 and/or as a transaction involving foreign persons under Rule 802.51(b). We therefore request that the staff of the Commission concur with Mr. Kaplan's conclusion and that we receive a notice confirming that a filing is not required and, if possible, the reasons therefor. If you believe that a Premerger Notification must be filed, please advise us of the identity of the persons who are required to file.

Since the parties intend to commence the exchange offer on or before April 30, 1988, we would greatly appreciate hearing from you on or before April 18, 1988.

[REDACTED]

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Should you have any questions or require any additional information, please contact [REDACTED] or the undersigned at [REDACTED] at your earliest convenience.

Sincerely yours,

[REDACTED]

[REDACTED]

[REDACTED]

The letter accurately  
reflects the advice  
given.

Wayne Kaplan  
4/19/88

