§ 801.15(b)

[redacted]

[redacted]

[redacted]

September 7, 1990

Mr. Jeffery Dahnke
Premerger Office of the
Federal Trade Commission
6th and Pennsylvania Avenue N.W.
Room 303
Washington, D.C. 20580

Re: Premerger Notification -- Interpretation of Reporting Requirements

Dear Mr. Dahnke:

To confirm our telephone conversations on September 7, 1990, we understand that under the following fact scenario, no filing is required pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976. "A" is a United States company with assets of over $10 million. "B" is a German company with assets in excess of $100 million. "A" would like to acquire the assets of a particular division of "B," the assets of which are predominantly located in Germany. Sales in the United States attributable to such assets do not exceed $25 million. Further, assets of "B" located in the United States do not exceed $15 million in value. The transaction would be exempt pursuant to 16 C.F.R. § 801.15(b). The transaction would not meet the jurisdictional, size-of-the-transaction test, in that as a result of the acquisition, the acquiring person would not hold more than $15 million of assets of the acquired person.

If you disagree with our understanding of the reporting requirements, please contact us immediately. Thank you for your attention to this matter.

Very truly yours,

[redacted]

[redacted]