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801.15

[REDACTED]
ATTORNEYS AT LAW

DIRECT
EMAIL [REDACTED]

February 16, 2001

VIA TELECOPIER

Patrick Sharp, Esq.
Premerger Notification Office
Bureau of Competition
Federal Trade Commission
6th Street and Pennsylvania Avenue N.W.
Washington, D.C. 20580

2001 FEB 20 P 12:18

Dear Mr. Sharp:

I write to confirm our telephone conversation of today with respect to the Hart-Scott-Rodino exemption for the following transaction. Our client [REDACTED] an ultimate parent entity headquartered in [REDACTED] and incorporated under the laws of Germany [REDACTED] intends to acquire from [REDACTED], an ultimate parent entity headquartered in [REDACTED] Switzerland, and incorporated under the laws of Switzerland [REDACTED] certain foreign assets held by non-U.S. subsidiaries of [REDACTED] valued in excess of US\$50 million; (ii) all of the voting securities of two other non-U.S. subsidiaries of [REDACTED] valued in excess of US\$15 million; and (iii) all of the voting securities of a U.S. subsidiary of [REDACTED] c. of Houston, Texas, a U.S. company indirectly controlled by [REDACTED] valued at approximately US\$1.2 million. The closing is expected to occur in late April, 2001.

The U.S. sales of [REDACTED] are less than \$17 million for fiscal year 2000 and are not forecast to substantially exceed that amount for the year 2001. The assets of [REDACTED] total approximately US\$20 million. Neither the foreign [REDACTED] assets to be acquired (point (i) above) nor the foreign [REDACTED] subsidiaries whose voting stock will be acquired (point (ii) above) have any sales in or into the U.S. other than the \$17 million sales of [REDACTED]

We have concluded that the transaction falls below the \$50 million minimum size-of-the-transaction in the U.S. reflected in the amendment to the statute, 15 U.S. Code § 18a,

[REDACTED]

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which took effect February 1, 2001, and therefore, that U.S. premerger reporting is not required.

Rule 801.15(a) states that exempt acquisitions of assets and voting securities are deemed not held as a result of the acquisition. The purchase of the foreign assets is exempt because they are not located in the U.S. and do not account for any sales in or into the U.S. other than the \$17 million of [REDACTED]. The purchase of [REDACTED]'s foreign subsidiaries is likewise exempt because they have no sales in the U.S. and do not own or control any U.S. assets. As a result, the total value of the transaction for HSR purposes is only approximately \$1.2 million, the value of the shares of [REDACTED]. No premerger report in the U.S. is required because such an acquisition does not meet the minimum \$50 million size-of-the-transaction test.

Thank you for taking the time to speak with me. If you wish to reach me, my contact coordinates are: telephone [REDACTED], fax [REDACTED] and e-mail [REDACTED]

Sincerely,

[REDACTED]

2001 FEB 20 PM 12:18

RECEIVED
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

[REDACTED]