

[REDACTED]
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TELEPHONE: [REDACTED]
[REDACTED]

[REDACTED]

December 9, 2003

By E-Mail
Nancy Ovuka
Federal Trade Commission
Antitrust Division
novuka@ftc.gov

Dear Ms. Ovuka:

I write in reference to our telephone conversation of today concerning the following hypothetical transaction, which we determined does not impose a Hart-Scott-Rodino Act ("HSR") reporting burden:

- Company "A" is a foreign corporation and is the ultimate parental entity of a four vessel shipping line (the "I Line") which regularly calls at U.S. Ports.
- Company "B", also a foreign corporation, wishes to purchase the assets of the I Line and maintain the I Line's liner routes, including calling at U.S. ports.
- Assume that the size of persons test is met by Company A and Company B.
- Company A and Company B are not related or associated in any way, and have negotiated at arms-length a purchase price for the I Line of about \$36 million.
- The purchase price includes the vessels, the I Line name and goodwill, a non-compete agreement, a number of shipping containers, office space, and other operating items.
- There are no other agreements between Company A and Company B related to this transaction.

Under the above facts, and assuming that the \$36 million purchase price reflects the fair market value of the assets of I Line, our office has concluded that there is no reporting burden under the HSR because the size of transaction test has not been met.

[REDACTED]

[REDACTED]

Based on our telephone conversation of today, I understand that you concur with this conclusion. However, this letter gives us an opportunity to make sure that I clearly communicated the hypothetical transaction outlined above. Accordingly, I would ask that you confirm that my understanding is correct as your schedule permits.

In the meantime, I thank you for your courteous and professional assistance in this matter.

Very truly yours,

By 

12/11/03

Confirmed conclusion
w/writer that the acquisition does
not meet the size-of-transaction
requirement.

J. Danka