

Verne, B. Michael

801.1)

**From:** [REDACTED]  
**Sent:** Wednesday, February 22, 2006 11:22 AM  
**To:** Verne, B. Michael  
**Subject:** US issuer

Hi Mike. I have a question regarding whether an entity could be considered a US issuer for HSR purposes.

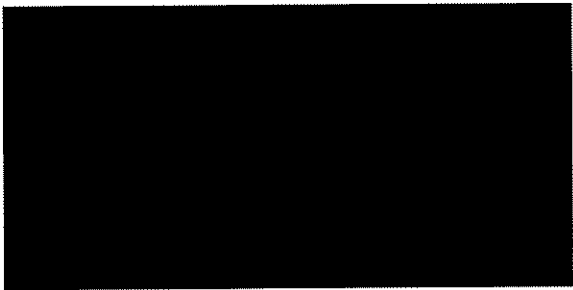
The company is organized under the laws of a foreign country, incorporated there and trades on a stock exchange there. General meetings of the company are held in this foreign country. In its articles of association, it lists a city in the foreign country as the "corporate seat" and the "registered office" of the company.

However, the company states in its publications and on its website that it has two headquarters: one in this foreign country and another in NY. No mention is made in the articles of association of a US headquarters.

Is this sufficient to make the company a US company for HSR purposes?

Thanks,

[REDACTED]



NO -  
BMM  
2/27/06

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