Section [illegible] requires [illegible] 802.50
the amount of sales "in or into" the US attributable (a)(2)
[redacted]
to the foreign assets. A person may rely on financial records even though they are not audited. These statements must relate to the most recent fiscal year which will be 1991.

December 5, 1991

VIA FEDERAL EXPRESS

This material may be subject to the confidentiality provision of Section 7A (h) of the Clayton Act which restricts release under the Freedom of Information Act.

Victor Cohen
Premerger Notification Office
Bureau of Competition, Room 303
7 Pennsylvania Avenue N.W.
Federal Trade Commission
Washington, D.C. 20580

Re: Notification Requirements in Connection with the Acquisition of Assets of a Foreign Company

Dear Mr. Cohen:

This letter is to confirm the advice you gave the undersigned during a telephone conversation today regarding the Federal Trade Commission's (the "FTC's") position under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the "Act") and regulations promulgated by the FTC thereunder (the "Regulations") with respect to the acquisition of foreign assets.

Our client, Corporation A, proposes to acquire substantially all of the assets of Corporation B. The assets are located outside the United States, although sales in or into the United States are attributable to those assets. The proposed date of closing of the acquisition is after the end of fiscal 1991, but prior to the completion of the audit of the financial statements for 1991.

Part of the assets to be acquired include a facility which, due to a change in the industry, has been shut down for a part of 1991 and will continue to be shut down until such time as the industry changes and it becomes necessary to reopen the plant. Accordingly, sales attributable to the assets may be clearly ascertained at this time and at the time of the closing even though the audit of the financial statements of

[redacted]

Corporation B will not have been completed at the time of the closing. The amount of sales into the United States in 1991 from the assets to be acquired is less than $25,000,000. The audited financials for 1990 indicate that sales attributable to the assets was greater than $25,000,000.

Over the telephone, you agreed with our conclusion that if the closing occurred after the end of the 1991 fiscal year but before the completion of the audit for Corporation B's financial statements for 1991, the exemption of Section 802.50(a)(2) would be available to Corporation A.

Please note that, in reliance on your advice, the parties to the proposed transaction described above do not intend to file a Notification and Report Form with the FTC or the Department of Justice in connection with the proposed transaction. Accordingly, please contact me at [redacted] to confirm the foregoing summary of our telephone conversation or if you have any questions or further comments. We would appreciate it if you would contact the undersigned not later than December 11, 1991.

Thank you for your assistance.

Very truly yours,

[redacted]

By [redacted]

[redacted]

[redacted]