

[REDACTED]

802.50

May 28, 1993

BY TELECOPIER: 202-326-2050

By David Rubenstein, Esq.
Premerger Notification Office
Bureau of Competition
Federal Trade Commission
Washington, D.C. 20580

Re: Hart-Scott-Rodino Filing Requirements

Dear Mr. Rubenstein:

This is to confirm our telephone conversation today during which we discussed the following hypothetical transaction.

Two foreign limited partnerships, controlled by a foreign natural person, have each agreed to sell a [REDACTED] to the same foreign person. Both [REDACTED] are registered in the [REDACTED] and the value of each of the [REDACTED] is in excess of \$15,000,000.

The foreign sellers do not operate the [REDACTED] themselves, but rather charter them to others. At the present time, the [REDACTED] are under charter to a U.S. company, which is wholly owned by a foreign person. The U.S. company does not operate the [REDACTED] but, pursuant to bareboat charters, has the authority to employ the [REDACTED] at competitive rates in the offshore [REDACTED] market. At the present time, one of the [REDACTED] is operating off the coast of [REDACTED] and the other [REDACTED] is located in a [REDACTED]

Based on our conversation, it is my understanding that the proposed transaction may be exempt under Rule § 802.51(a).

Please call me immediately if I have misunderstood your position.

*1 June 93
called [REDACTED] if [REDACTED]
is in territorial waters
of US, then it is a US
asset. [REDACTED] is
reportable.
RS agrees.*

Very truly yours,

[REDACTED]
By [REDACTED]

[REDACTED]

[REDACTED]

Affidavit

City of Washington)
District of Columbia) ss.

I, [redacted] being duly sworn, deposes and states:

1. I am President of [redacted] a non-stock, nonprofit member corporation incorporated under the laws of the [redacted] I am fully familiar with the facts stated herein.

2. [redacted] owns 100% of the voting securities of [redacted], a for profit corporation incorporated under the laws of the state of Delaware, which in turn owns more than 80% of the common voting securities of [redacted].

[redacted] is the acquisition vehicle for a proposed acquisition of [redacted] an entity believed to have total assets of approximately \$9 million and revenues of approximately \$11 million annually. [redacted] and the entities it controls, as that term is defined at 16 C.F.R. § 801.1(b) have total assets and revenues below \$100 million. Furthermore, [redacted] is its own ultimate parent entity as that term is defined at 16 C.F.R. § 801.1(a)(3).

[redacted]

Subscribed and sworn to before me this 27 day of May, 1993

Notary Public

My commission expires: _____

[redacted]