802.5(a)(c)

[redacted]

FEDERAL TRADE COMMISSION PREMERGER NOTIFICATION OFFICE

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October 30, 1995

Mr. Patrick Sharp
Compliance Specialist
Pre-Merger Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
6th St. and Pennsylvania Ave., N.W.
Washington, D.C. 20580

[boilerplate redacted]

Dear Mr. Sharp:

This letter confirms our telephone conversation in which you advised me that the following fact pattern does not give rise to a filing obligation under the Hart-Scott-Rodino Act (the "Act").

X is the acquiring person, the ultimate parent entity of which is a United States person (a citizen and resident of the United States). X proposes to enter into a series of transactions pursuant to which certain [redacted] companies ("ABC"), which are not commonly owned or controlled by X, will acquire certain [redacted] in [redacted] from Y, the acquired person whose ultimate parent entity is a [redacted] citizen and resident ("Y's Parent"), and X will acquire from Y the long term contract rights to all of the [redacted] the "Contract"), which [redacted] will be available for resale for X's own account. Thus, ABC will (i) be [redacted] the "Licenses") and (ii) receive a transfer of the real estate, the [redacted] used in connection with the [redacted] (the "Assets"), and X will acquire exclusive rights to the [redacted] under a contract resembling a long term lease of those rights. X would provide [redacted] consisting primarily of [redacted] which X will have [redacted] in exchange for payments by the [redacted] the "Transaction").

The Licenses are issued by [redacted] The real estate [redacted] and the other Assets are located in [redacted] currently sell a total of about $10,000,000 worth of [redacted]

[redacted]

separate persons

Are they entering a contract

What is the dollar value?

[redacted]

[redacted]to United States [redacted]per year, including [redacted]last fiscal year. It is assumed that (i) X, the person acquiring the Contract, is engaged in United States commerce, (ii) the Transaction will meet the size-of-the-transaction test, and (iii) that X and Y will meet the size-of-the-parties test.

The foregoing facts do not result in a filing obligation for X under the Act because the Transaction is exempt under Section 802.50(a)(2) which, in relevant part, states: agreed

> (a) *Assets.* In a transaction in which assets located outside of the United States are being acquired by a U.S. person:
>
> (2) The acquisition of assets located outside the United States, to which sales in or into the United States are attributable, shall be exempt from the requirements of the act unless as a result of the acquisition the acquiring person would hold assets of the acquired person to which such sales aggregating $25 million or more during the acquired person's most recent fiscal year were attributable...

The Licenses, the Assets and the Contract would all be "assets located outside the United States" because the real source of value, the Licenses, were issued by [redacted] not by the United States [redacted] more, th[redacted] not in the U.S., despite the sale o[redacted] in the United States. Accordingly, the Transaction involves "assets located outside the United States." Because only $10 million are attributable to such assets in Y's last fiscal year, this Transaction is exempt under Section 802.50(a)(2).

If X is entering into a contract with Y — not reportable.
If X is acquiring assets from Y — exempt under § 802.50(a)(2)

Very truly yours,

[redacted]

[redacted] called [redacted] 11/7/95
Left message on his