

802.50 (a)(1)

[REDACTED]

PREMERGERS REGISTRATION OFFICE

[REDACTED]

JUN 26 11 18 AM '96

June 25, 1996

Richard B. Smith, Esq.  
Federal Trade Commission  
Pennsylvania Ave. at 6th Street, N.W.  
Washington, D.C. 20580

Dear Mr. Smith:

I am writing to confirm our discussion yesterday concerning the non-reportability under the Hart-Scott-Rodino Act of the following transaction:

Company A, a U.S. corporation, wishes to acquire from Company B, also a U.S. corporation, the marketing and distribution rights and the rights to a trademark application relating to a [REDACTED] product for use solely in [REDACTED]. There are no sales in or into the U.S. attributable to such rights. The commerce, size of persons and size of transaction tests are all met.

It is my understanding that, notwithstanding the fact that documents reflecting the above rights might physically be found in the U.S., the contemplated transaction is one which involves solely assets located outside the U.S. and is exempt from reporting under the Hart-Scott-Rodino Act pursuant to Section 802.50 of the applicable regulations.

I believe from our conversation yesterday that you agree with my understanding, but I would appreciate your notifying me if you do not.

I appreciate your assistance. With best regards,

Sincerely,

[REDACTED SIGNATURE]

6/30/96 - Left word at writer's office that transaction was exempt under 802.50 (a)(1). If only marketing + distribution rights involved, then in the view of the PMO office, no reportable asset acquisition would take place. However, exclusive right to trademark must then be valued to rest of size of transaction test met. Here, however, 802.50 would exempt exclusive trademark, [REDACTED] is registered in Japan. RBS