

7A(c)(3)

[Redacted]

*I am not an attorney*

PS

[Redacted]

March 3, 1999

Patrick Sharpe, Esq.  
Premerger Notification Office  
Bureau of Competition  
Federal Trade Commission  
Washington, D.C. 20580

Re: [Redacted] Venture Between [Redacted]  
(Termination of 50/50 Joint Venture)

Dear Mr. Sharpe:

*VS?*

On January 22, 1999, we spoke concerning the possible exemption of a transaction involving the buyout of a 50% interest in a joint venture corporation by the other 50% owner. You advised me that you concurred in the view that such a buyout was exempt under Section 7A(c)(3), as an acquisition of voting securities of an issuer owned at least 50% by the acquiring person prior to the acquisition. You also requested me to notify you by letter of the details of the transaction, as a courtesy to the Commission.

[Redacted] corporation (through its predecessor [Redacted] formed [Redacted] Transportation [Redacted] as a [Redacted] corporation, the voting securities of which are owned 50% by [Redacted] and 50% by [Redacted] and [Redacted] now propose that [Redacted] purchase [Redacted] voting securities holding in [Redacted] because [Redacted] owned 50% of the voting securities in [Redacted] prior to this purchase, it believes that the transaction is exempt under Section 7A(c)(3).

*which  
7BB?*

*/ agreed*

For your information, a copy of the purchase and sale agreement in English is attached. Please note that [Redacted] had U.S. revenues in the 1997 calendar year of approximately DM302 million, or about US\$168 million.

[Redacted]

[Redacted]

11 V 9- 611 651  
[Redacted]

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Please do not hesitate to contact me at [REDACTED] if you have any further questions concerning this transaction.

Very truly,  
[REDACTED]  
[REDACTED]  
[REDACTED]

c. [REDACTED]

called Mr. [REDACTED] 3/5/99  
I concur with your  
conclusion.