

FROM [REDACTED]

(THU) 4.27.99 [REDACTED]

901.1(C)  
801.10

BY FACSIMILE

Mr. Patrick Sharpe

LEGAL COUNSEL:

below does not require a filing under the Hart-Scott-Rodino Antitrust Improvements Act ("HSR Act") based on the facts discussed in our phone conversation and set forth below.

Company A, a U.S. corporation, proposes to acquire, through a Canadian subsidiary of Company B, a wholly-owned Canadian subsidiary of Company

States exceed \$25 million.

was incorporated in late 1998 as a wholly-owned subsidiary of Company B, and on January 1, 1999 Company B initiated a spin-off of Company A by transferring substantially all of the business that Company A had been conducting as a business sector

Company B completed the spin-off of Company A by disposing of its remaining

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When Company B decided to spin off Company A in 1998, its goal was to complete the separation on a global basis in a single step. The Canadian portion of the separation could not be completed at the time, however, because the collective bargaining agreement then in place between Company B and a Canadian union (the "Union") prohibited Company B from divesting or selling any of its businesses in Canada. The

Company B to transfer the Canadian Operations to Company A.

Even before the formation of Company A, the business sector of Company B that was to become Company A had responsibility for and operational oversight of the

recognized the profits and losses from the Canadian Operations under U.S. GAAP accounting principles. Company A has also (i) overseen the negotiations with customers and made decisions as to the sale of the products manufactured by the Canadian

the Canadian Operations and (iii) supplied the engineering services for the manufacture of the products of the Canadian Operations. In addition, since early May 1999, a Company A employee has been on site and overseen the day-to-day operations at the Canadian Operations and has overseen investment and spending decisions for the Canadian Operations.

Based on the foregoing facts, you have agreed that Company A has had beneficial ownership of the assets of the Canadian Operations and that, therefore, the transaction by which the title to such assets is transferred to Company A would not be subject to the

Very truly yours,  
[REDACTED]

A beneficially owns the underlying assets,  
the value of the title may have  
little value. (PS) called [REDACTED] 4/29/00