

I Told him that [redacted] is
a corporation engaged in commerce through its subsidiaries
[redacted] and it most report

[redacted]

[redacted]

(50)

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

June 4, 1987

RECEIVED BY [redacted]

JUN 5 1987

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CLERK OF DISTRICT OF COLUMBIA BAR
CLERK OF NEW YORK AND S. C. BAR

Preregister Notification Office

Attention: Joseph Price, Esq.

Dear Sirs:

We are hereby requesting an informal interpretation of the applicability of the Hart-Scott-Rodino Antitrust Act of 1976 (the "Act") and the rules promulgated thereunder

the definition of the term engaged in commerce contained in Rule § 801.1(a)(2) when applied to determine whether a foreign governmental corporation constitutes an "entity" for purposes of the Act. The transaction and relevant facts are described below.

[redacted] including, inter alia, the assets of [redacted] an [redacted] corporation controlled by [redacted] in turn, is an

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by

Both [redacted] intend to file Notification and Report Forms Under the Act in [redacted]. We believe that, by reason of Rule § 801.1(a)(2) our client, [redacted], should be deemed to be its own ultimate

Section 801.1(a)(2) provides in pertinent part, "the term 'entity' shall not include any foreign state, foreign government, or agency thereof (other than a corporation engaged in commerce), nor the United States, any of the States thereof, or any political subdivision or agency of either (other than a corporation engaged in commerce)."

In prior conversations with the staff of the Commission's Premerger Notification Office, it has been agreed that, by reason of § 801.1(a)(2) of the Rules, [redacted] is exempt from the reporting requirements of the Act because it is a non-corporate governmental agency. Thus [redacted] is not an "entity" within the meaning

is not an "entity" because it is also an agency of the [redacted] and, while corporate in form, is not "engaged in commerce" within the meaning of the Rules.

[redacted] is a holding corporation which coordinates and controls the activities of companies in [redacted] involved in mechanical related industries. The operating companies held by [redacted] are the following: (1) [redacted] (research, planning and manufactur-

and manufacturing of [redacted]

[redacted] and other projects related to [redacted]; (3) [redacted] (manufacturing of components for the [redacted] and [redacted]; and (4) [redacted] (manufacturers of [redacted]). As described above, these companies

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are established and coordinated so that each company deals in a wholly different industry from the other companies.

On a worldwide level, [redacted] does not manufacture products or sell any services in any market. Its only function is to assist the [redacted] companies within its holding structure, and in this spirit, [redacted] has in the past issued financial instruments in the [redacted] to raise capital.

In the United States, [redacted] provides only administrative advisory and support services for the [redacted] through its offices at [redacted]

[redacted] the entire [redacted] staff is employed directly by [redacted] and consists of only four persons, including secretarial and administrative

Significantly, [redacted] does not provide services to any companies other than those within the [redacted]. Thus, it cannot be deemed "engaged in commerce" because its activities are on behalf of and conducted entirely within a single corporate family. While it may be argued that a single party can "affect commerce", Rule § 801.1(a)(2) is expressly limited to parties

In addition, it should be noted that [redacted] only office within the United States and only U.S. personnel

can be described as being entirely intrastate. Accordingly, for this additional reason, [redacted] should not be deemed "engaged in commerce".

For the reasons set forth above, we respectfully

as respects this request by no later than June 10, 1987.

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If you need further information with respect
to our request, please call [REDACTED]
or [REDACTED] collect at [REDACTED] Thank
you for your prompt attention to this matter.

Sincerely,

[REDACTED]

[REDACTED]

cc: [REDACTED]