

[REDACTED]

October 1, 1991

may be subject to
provision of
Clayton Act.
near the

Mr. Patrick Sharp
Compliance Specialist

Section
which restricts
freedom of information

PreMerger Notification Office
Room 301
600 Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Re: [REDACTED]
Transaction No. [REDACTED]

Dear Patrick:

As we discussed briefly on Friday September 27, 1991, the parties are quite anxious to consummate this asset acquisition and are considering the following actions before the Hart-Scott-Rodino waiting period expires or terminates:

1. With respect to assets located in the United States, [REDACTED] would place into escrow the title to the assets and the underlying documentation relating to these assets [REDACTED]

the transfer of the assets, which, of course, would not occur until after the Hart-Scott-Rodino waiting period expires or is terminated. Indeed, express instructions would be given to the escrow agent that the beneficial ownership of the assets funds (if approved) are over the underlying documents to the [REDACTED]

2. with respect to assets located in [REDACTED] would grant possession of those assets to [REDACTED] without any transfer of title to those assets or funds as consideration for those assets

Note: The foreign assets were initially exempt under § 802.51(a)
11/1/94

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~~in the United States and the value of these assets alone would have~~
~~been sufficient to pay the tax liability of the decedent.~~
~~Under the provisions of Section 2013(b)(1)(B) of the~~
~~Internal Revenue Code, the value of the assets of the decedent~~
~~at the time of his death is to be determined as if the~~
~~assets had been sold to the decedent at the time of his~~
~~death at the fair market value of the assets at that time.~~
~~U.S.C. §104 (1988), and the regulations promulgated thereunder.~~
Please call me immediately if I have misunderstood your position.

Thank you for your assistance in this matter.

Sincerely


cc: 