

Section 1100... requires... 004.50  
The amount of sales "in or into" the US attributable (a)

[redacted] [redacted] [redacted]  
to the foreign assets. A person may rely on financial records  
even though they are not audited. These statements must relate  
to the most recent fiscal year which will be 1991.

December 5, 1991

Bureau of Competition, Room 303  
7 Pennsylvania Avenue N.W.  
Federal Trade Commission  
Washington, D.C. 20580

Re: Notification Requirements in Connection  
with the Acquisition of Assets of a Foreign  
Company

the acquisition of foreign assets.

sales in or into the United States are attributable to these assets. The proposed list of

Part of the assets to be acquired include a facility which, due to a change  
in the industry, has been shut down for a part of 1991 and will continue to be shut down  
until such time as the industry changes and it becomes necessary to reopen the plant.  
Accordingly, sales attributable to the assets may be clearly ascertained at this time and  
at the time of the closing even though the audit of the financial statements of

[redacted]

[REDACTED]

Victor Cohen  
December 5, 1991

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Corporation B will not have been completed at the time of the closing. The amount of sales into the United States in 1991 from the assets to be acquired is less than \$25,000,000. The audited financials for 1990 indicate that sales attributable to the assets

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occurred after the end of the 1991 fiscal year but before the completion of the audit for Corporation B's financial statements for 1991, the exemption of Section 802.50(a)(2) would be available to Corporation A.

Please note that, in reliance on your advice, the parties to the proposed transaction described above do not intend to file a Notification and Report Form with the FTC or the Department of Justice in connection with the proposed transaction. Accordingly, please contact me at [REDACTED] to confirm the foregoing summary of our telephone conversation or if you have any questions or further comments. We would appreciate it if you would contact the undersigned not later than December 11, 1991.

Thank you for your assistance.

Very truly yours,

By [REDACTED]

[REDACTED]

[REDACTED]