August 2, 1995

## Dear Mr. Sharpe:

Pursuant to your request, the following is a summary of the facts and issues we discussed yesterday regarding interpretation of Rule 802.51(b)(1) (the "Rule") under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "Act").

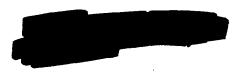
The acquiring company is a foreign person that is acquiring all of the voting securities of another foreign issuer (the "Target"). The Target is in the business of throughout the world, Including United States. The Target does not have a subsidiary in the United States, but does lease an office in and owns or leases office equipment and furniture. The principal handwarders and the books and records of the Target are maintained in Europe. The Target has assets refrected on

States.

Profes one E1/L)/1) wearides that:

[a]n acquisition by a foreign person shall be those from the requirements of the act if . . . [t]he

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acquisition is of voting securities of a foreign issuer, and will not confer control of . . . an issuer which holds assets located in the United States (other than investment assets, voting or nonvoting securities of another person, and assets included pursuant to \$ 801.40(c)(2)) having an aggregate book value of \$15 million or more.

My questions are as follows:

he the Book Assets that are attributable to States "assets located in the United States" within the meaning of the Rule, notwithstanding the fact that the books and records of the Target are maintained in Burope?

Are the Book Assets essentially equivalent to yes cash positions, and hence "investment assets" within the meaning of Rule 801.1(i)/2) under the Act?

here ensumestions Patrick Sharpe, Esq.

> Paderal..Trade\_Commission\_ Washington, D.C. 20580

since the U.S. assets are liquid assets, that is cash or cash equivalents, then the assets are considered investment assets noted in Section 802.51 (b) (1) and the transaction is exempt.

Passage Practice Manual 1

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