

Buyer's Letter

BUYER's SAMPLE 5-DAY NOTICE

Scenario: Both firms registered. Buyer is U.S. firm, which is neither foreign owned nor controlled. Seller has no subsidiaries and is to become a subsidiary of Buyer.

- Replace **bolded** text with the details of your case. If a section does not apply to your activities, indicate that it is “Not Applicable” or “No Change.”
- ***Bolded Italicized*** text provides additional instructions.

Note: Parties may adapt this example to fit their specific transaction. Please note, however, that some scenarios may trigger additional notification requirements. For example, if Buyer is foreign or foreign owned/controlled, 60-day pre-transaction notification requirements will apply if Seller is registered—regardless of Buyer's DDTC registration status.

Buyer's Letter

Use Letterhead:



Date
XYZ Aero LLC
2981 Westmorland Drive
North East, Alabama 99999

Director
Office of Defense Trade Controls Compliance
Directorate of Defense Trade Controls
Attn: Compliance & Registration Division
U.S. Department of State
2401 E Street NW, SA-1, Room H1200
Washington, DC 20037

Subject: Notification of Acquisition of ABC, Inc. (Maaaaa and/or K-bbbb) by XYZ Aero LLC (Mccccc and/or K-dddd)

Dear Director:

XYZ Aero LLC ("XYZ") submits the following notice of its acquisition of **ABC, Inc. ("ABC")** pursuant to Section 122.4 of the International Traffic in Arms Regulations (ITAR) (22 C.F.R. Parts 120-130):

1. **Transaction & Effective Dates:** The acquisition was finalized on **December 31, 2012** through an **asset purchase/stock purchase/merger/etc.**

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2. Brief description of XYZ's activities: **XYZ is the world's leading manufacturer of widgets for use in civil and military aviation.**
3. 5-day material changes to buyer's Statement of Registration (DS-2032):

Note: All material changes to DS-2032 blocks 4, 5, 6, 7, 8, 9, 10, 11 and 12 must include an explanation of the circumstances that led to the requested material change(s):

Block 4 - Registrant's Legal Name and Address:

No Change

Block 5 – Non-Profit Fee (IRS Non-Profit Authorization):

No Change

Block 6 - Registrant's Organizational Type:

No Change

Block 7 – Board of Directors, Senior Officers, Partners and Owners:

Current:

Alexis B. Catlin (Chief Executive Officer)

Anne Bullen Cato (Chief Financial Officer)

Angelo B. Cassio (Corporate Secretary)

- a. Change Requested: **Deletion of the three above senior officers.**

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Reason for Change: **No longer employed.**

b. Change Requested: **Additions of the three below senior officers:**

Name: **Augustus B. Cornelius**

Date of Birth: **July 10, 1972**

Place of Birth: **North Hampton, CA**

Citizenship: **US**

Social Security Number: **999-00-9999**

Position/Title: **Chief Executive Officer**

Permanent Address:

777 77th St

East Lansing, MI 99999

Name: **A. B. Caragon**

Date of Birth: **June 16, 1952**

Place of Birth: **London, Ontario**

Citizenship: **Canada/permanent resident of United States (copy of permanent resident card provided in Attachment A)**

Social Security Number: **999-00-9998**

Position/Title: **Chief Financial Officer**

Permanent Address:

888 88th St

Nome, Alaska 99998

Name: **Ariel Balthasar Casca**

Date of Birth: **August 22, 1962**

Place of Birth: **East-West, Idaho**

Citizenship: **US**

Social Security Number: **999-00-9997**

Position/Title: **Corporate Secretary**

Permanent Address:

6 66th St

North Rome, New Jersey 99997

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Reason for Change: **Newly hired senior officers.**

Block 8 – U.S. Munitions List Defense Articles or Defense Services Involved in Manufacturing, Exporting or Brokering:

Change Requested: **Add Category VIII**

Reason for Change: **Now Manufacturing Military Aircraft Wings.**

Note: For DS-2032 blocks 9, 10, 11, must include an explanation of the circumstances that led to the requested material change(s) for example possible reasons for addition/removal could include:

- *Entity is no longer in the business of manufacture, export or brokering of defense articles/services*
- *Entity was dissolved/no longer exists*
- *Entity was sold to (provide buyer information)*
- *Entity was acquired from (provide seller information)*
- *Newly-formed subsidiary (non-acquisition)*
- *Pre-existing subsidiary (non-acquisition) to be added to registrations as now entering the business of manufacture, export or brokering of defense articles/services*

Block 9 – U.S. Subsidiaries and Affiliates in the Business of Manufacturing, Exporting, or Brokering:

Change Requested: **Add below U.S. Subsidiary**

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**ABC, Inc.
2222 22nd Ave SW
Tulsa, Ohio 99999
Tel: 999-999-9999**

Reason for Change: **XYZ Aero, LLC acquired 100% of ABC, Inc., on December 31, 2012 from seller ABC Inc., Maaaaa.**

Block 10 – Foreign (non-U.S.) Subsidiaries and Affiliates in the Business of Manufacturing, Exporting, or Brokering:

No Change

Block 11 – U.S. / Foreign Parent Company(s):

No Change

Block 12 – Statement of Registration:

No Change

4. Disposition of outstanding licenses and authorizations:

There are approximately **5 licenses and 10 technical assistance agreements** to be transferred.

5. Surviving Registration Code:

The surviving registration code is to be **XYZ Aero LLC's (Mcccc and/or K-dddd)**. **ABC's** registration code (**Maaaaa and/or K-bbbb**) is to expire.

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6. Point of Contact for questions about this Material Change notice:

Aumeric Basset Cathnews, Empowered Official

XYZ Aero, LLC

Tel: 999-999-9997

e-mail: abcathnews@xyzaero.com

7. Ownership of **XYZ Aero LLC**: **XYZ's** ownership has not changed as a result of this transaction.

XYZ Aero LLC assumes all rights, responsibilities, liabilities, and obligations that existed, exist, or may develop regarding the licenses, agreements, or other approvals (including any conditions, limitations, provisos, or amendments), or any requirements under Section 38-40 of the Arms Export Control Act or the International Traffic in Arms regulations for the licenses, agreements and other approvals.

On behalf of **XYZ Aero, LLC**, I hereby certify that I am an authorized senior officer of **XYZ Aero, LLC**. Furthermore, I state that under penalty according to federal law (22 CFR 127.2; 22 USC 2278; 18 USC 1001), I warrant the truth of all of the statements made herein.

Very truly yours,

Arthur Bates Charmian

President, XYZ Aero, LLC

(Or other officer listed in Block 7 of XYZ's last DS-2032, as amended prior to this notice.)

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Attachments: A - Permanent Resident Card.

B - Before & After Ownership Charts.

Buyer's Letter

Attachment A

Copy of Permanent Resident Card (Green Card)

