



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
MARKET REGULATION

April 6, 2006

George R. Bason, Jr., Esq.  
Lawrence M. Chu, Esq.  
Davis Polk & Wardwell  
450 Lexington Avenue  
New York, NY 10017

Re: Offer by Investor AB for Gambro AB  
File No. TP 06-57

Dear Messrs. Bason and Chu:

This is in response to your letter dated April 6, 2006. A copy of that letter is attached with this response. By including a copy of your correspondence, we avoid having to repeat or summarize the facts you presented. The defined terms in this letter have the same meaning as in your letter, unless otherwise noted.

On the basis of your representations and the facts presented, but without necessarily concurring in your analysis, the United States Securities and Exchange Commission ("Commission") hereby grants an exemption from Rule 14e-5 under the Securities Exchange Act of 1934 ("Exchange Act") to permit the Prospective Purchasers to purchase or arrange to purchase Gambro AB ("Gambro") Shares outside the Offer, particularly in light of the following facts:

- The Offer is required to be conducted in accordance with the Swedish Takeover Rules;
- Any purchases of Shares by the Prospective Purchasers will be subject to the Swedish Takeover Rules;
- Gambro, a public limited liability company organized under the laws of Sweden, is a "foreign private issuer," as defined in Rule 3b-4(c) under the Exchange Act; and
- The existence of the Communiqué on the Exchange of Information and the Establishment of a Framework for Cooperation between the Commission and the Swedish Financial Supervisory Authority dated September 25, 1991.

The Commission grants this exemption from Rule 14e-5 under the Exchange Act to permit the Prospective Purchasers to purchase or arrange to purchase Shares otherwise than pursuant to the Offer, subject to the following conditions:

1. No purchases or arrangements to purchase Shares, otherwise than pursuant to the Offer, shall be made in the United States;
2. The Offeror will improve the Offer to match any more favorable consideration provided in purchases by the Prospective Purchasers outside the Offer during the period from the date of the public announcement of the Offer to the time of termination or expiration of the Offer;
3. The Offer Document shall disclose prominently the possibility of, or the intention to make, purchases of Shares by the Prospective Purchasers during the Offer;
4. The Prospective Purchasers shall disclose in the United States by press release information regarding purchases of Shares to the extent such information is made public in Sweden pursuant to the applicable law;
5. The Prospective Purchasers shall comply with any applicable rules under Swedish law including the Swedish Takeover Rules and any applicable rules under the SSE;
6. The Prospective Purchasers shall provide to the Division of Market Regulation ("Division"), upon request, a daily time-sequenced schedule of all purchases of Shares made by it during the Offer, on a transaction-by-transaction basis, including:
  - a. size, broker (if any), time of execution, and price of purchase; and
  - b. if not executed on the Stockholm Stock Exchange, the exchange, quotation system, or other facility through which the purchase occurred;
7. Upon the request of the Division, the Prospective Purchasers shall transmit the information as specified in paragraphs 6.a. and 6.b. above to the Division at its offices in Washington, D.C. within 30 days of its request;
8. The Prospective Purchasers shall retain all documents and other information required to be maintained pursuant to this exemption for a period of not less than two years from the date of the termination of the Offer;
9. Representatives of the Prospective Purchasers shall be made available (in person at the offices of the Division in Washington, D.C. or by telephone) to respond to inquiries of the Division relating to their records; and
10. Except as otherwise exempted herein, the Prospective Purchasers shall comply with Rule 14e-5.

The foregoing exemption from Rule 14e-5 under the Exchange Act expressed above is based solely on your representations and the facts presented, and is strictly limited to the application of this rule to the proposed transactions. Such transactions should be discontinued, pending presentation of the facts for our consideration, in the event that any material change occurs with respect to any of those facts or representations.

In addition, we direct your attention to the anti-fraud and anti-manipulation provisions of the federal securities laws, including Sections 10(b) and 14(e) of the Exchange Act and Rule

George R. Bason, Jr., Esq.  
Lawrence M. Chu, Esq.  
April 6, 2006  
Page 3

10b-5 thereunder. The participants in the Offer must comply with these and any other applicable provisions of the federal securities laws. The Division expresses no view with respect to any other questions that the proposed transactions may raise, including, but not limited to, the adequacy of disclosure concerning, and the applicability of any other federal or state laws to, the proposed transactions.

For the Commission, by the Division of Market  
Regulation pursuant to delegated authority,

A handwritten signature in black ink, appearing to read "James A. Brigagliano". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

James A. Brigagliano  
Acting Associate Director  
Division of Market Regulation

Attachment

**DAVIS POLK & WARDWELL SECURITIES AND EXCHANGE COMMISSION**

RECEIVED

1300 I STREET, N.W.  
WASHINGTON, D.C. 20005

1600 EL CAMINO REAL  
MENLO PARK, CA 94025

99 GRESHAM STREET  
LONDON EC2V 7NG

15, AVENUE MATIGNON  
75008 PARIS

450 LEXINGTON AVENUE  
NEW YORK, N.Y. 10017  
212 450 4000  
FAX 212 450 3800

WRITER'S DIRECT  
212 450 4000

MESSEURM  
60308, FRANKFURT AM MAIN  
APR 07 2006

MARQUÉS DE LA ENSENADA, 2  
28004 MADRID

DIVISION OF MARKET REGULATION  
1-6TH FLOOR

MINATO-KU, TOKYO 106-6033

3A CHATER ROAD  
HONG KONG

**CONFIDENTIAL TREATMENT REQUESTED**

April 6, 2006

**Re: Request for exemptive relief under Rule 14e-5 in connection with cash tender offer for Gambro AB, a Swedish public company**

Mr. James A. Brigagliano, Esq.  
Acting Associate Director  
Office of Trading Practices and Processing  
Division of Market Regulation  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549

Dear Mr. Brigagliano:

We are writing on behalf of our clients, Investor AB, a limited liability company organized under the laws of Sweden ("**Indy**"), and EQT IV No. 1 L.P., a limited partnership organized under the laws of Guernsey, and funds affiliated with such entity (collectively, "**Ecap**"), which, through Indap AB, a limited liability company organized under the laws of Sweden (the "**Offeror**"), have announced that they intend to make a tender offer (the "**Offer**") for all of the outstanding Series A and Series B shares (collectively, the "**Shares**") of Gambro AB, a public limited liability company organized under the laws of Sweden (the "**Company**"), except for those Shares that are currently held by Indy (as described below) which will be contributed to the Offeror in connection with the Offer if the Offer is successful.

As discussed earlier with the members of the staff of the Securities and Exchange Commission (the "**Commission**"), we are hereby requesting exemptive relief from Rule 14e-5 ("**Rule 14e-5**") under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), to permit (i) the Offeror and its affiliates and (ii) any advisor, broker or other financial institution acting as the Offeror's agent (collectively, the "**Prospective Purchasers**") to purchase Shares outside of the Offer as described in this letter. Indy and Ecap have provided the information

providing the basis of this letter and have authorized us to request relief from Rule 14e-5 pursuant to this letter on the Offeror's behalf.

We are acting as United States counsel to Indy, Ecap and the Offeror in connection with the Offer. The descriptions contained in this letter of the Swedish laws and regulations, and Swedish tender offer practices and mechanics, relating to the Offer are based on discussions with the Swedish law firm, Advokatfirman Vinge KB ("**Vinge**"), which is acting as Swedish counsel to the Indy, Ecap and the Offeror in connection with the Offer.

## **I. Background**

### *The Company*

According to information publicly available on the Company's website, the Company is an international medical technology and healthcare company with global leadership in renal care products and services as well as blood component technology. In addition, the Company is a world leader in automated collections, apheresis and cell therapy, and blood component separation and purification technologies and a leading provider of dialysis services outside of the U.S. The Company reports that it employs approximately 11,000 people in 40 countries around the world. The Company's form of association is governed by the Swedish Companies Act. In 2005, the Company reported revenues of MSEK 14,685 (approximately US \$1.858 billion).

The Shares are listed on the A-list of the Stockholm Stock Exchange (*Stockholmsbörsen*) (the "**SSE**"). The Company had 344,653,288 issued and outstanding Shares as of December 31, 2005, of which 250,574,090 Shares were Series A shares and 94,079,198 shares were Series B shares, in each case, as reported in the Company's 2005 annual report. The Series A shares and Series B shares are identical in all respects except that the Series A shares each carry one vote per share and the Series B shares each carry one-tenth of a vote per share. At present, the Offeror has limited access to information regarding the beneficial ownership of the Company's outstanding Shares. Based on publicly available information, holders in the U.S. account for approximately 12.4% of the Company's capital stock representing approximately 14.4% of the voting rights in the Company.<sup>1</sup> Other than Indy (whose current shareholdings in the Company are described below), no other shareholder is reported as holding more than 10% of the outstanding Shares. Excluding the Shares currently held by Indy, the Offeror

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<sup>1</sup> Ownership distribution is reported as of December 30, 2005 based on the share register kept by VPC AB, the Swedish Securities Register Centre, which information is the best information available to the Offeror as of 30 days prior to the proposed commencement of the Offer.

estimates that the holders in the U.S. would account for approximately 15% of the issued and outstanding Shares.

According to information available to Indy and Ecap, the Company is a foreign private issuer as defined in Rule 3b-4(c) of the Exchange Act. Additionally, the Company does not have an ADR facility nor currently has (nor has ever had) any of its securities registered under Section 12 of the Exchange Act. As a result, the Offer would not be subject to Section 14(d) of the Exchange Act and Regulation 14D thereunder. However, the Offer would be subject to Regulation 14E of the Exchange Act.

#### *Availability of Tier II Relief*

As stated above, the Offeror believes that approximately 15% of the Company's capital stock is held by U.S. holders. Because the Company is a foreign private issuer and the U.S. holders do not hold more than 40% of the class of securities sought in the Offer it appears that the Offer would qualify as a "Tier II" tender offer within the meaning of Rule 14d-1(d) of the Exchange Act if the Offer were subject to Regulation 14D of the Exchange Act.

#### *The Offerors*

##### Ecap

Ecap is the leading private equity group in Northern Europe which manages funds with activities in buy-outs as well as mezzanine finance. Ecap currently manages approximately EUR 6 billion in 8 funds. In total, Ecap funds have invested approximately EUR 3 billion in about 40 companies. Currently, Ecap is investing from its Ecap IV funds, with total commitments of €2.087 billion.

EQT Partners, the investment advisor to all Ecap funds, has more than 40 investment professionals with a broad range of industrial and financial background located in Stockholm, Munich, Copenhagen, Helsinki and Frankfurt.

Ecap does not currently hold any Shares.

##### Indy

Indy, established in 1916, is the largest industrial holding company in the Nordic region. Indy contributes to the development of its holdings primarily through committed ownership work. Indy has more than 130 holdings in the Technology, Engineering, Healthcare and Financial Services sectors. Indy has directly invested in companies in Northern Europe, the United States and Asia and has offices in Amsterdam, Hong Kong, New York, Palo Alto, Stockholm and Tokyo. Indy has a flexible investment strategy allowing investments in

companies in different stages of development, from start-ups to mature global industrial corporations.

Indy is currently the largest shareholder of the Company holding, as of December 31, 2005, approximately 19.9% of the Shares representing 26.3% of the voting rights in the Company. It is intended that Indy will contribute the Shares that it currently holds to the Offeror if the Offer is successful. Indy is also a shareholder in a number of international public companies such as ABB, AstraZeneca, Atlas Copco, Electrolux, Ericsson, Gordon, OMX, Saab AB, Scania, SEB and WM-data. In addition, Indy holdings include 100 private equity-investments and a number of other companies.

### The Offeror

The Offeror is a limited liability company under Swedish law which was formed in March of this year solely for the purpose of carrying out the Offer. Indy and Ecap hold, indirectly through holding companies, 49% and 51%, respectively, of the capital stock of the Offeror, and it is intended that Indy and Ecap will capitalize the Offeror with equity capital and shareholder loans. The Offeror will also incur third-party debt, the proceeds of which will be used to acquire Shares in and, subject to the granting of the relief requested herein, outside of the Offer.

## **II. Proposed Offer Structure**

The Offer is expected to be structured as a single offer and will be made by the Offeror in Sweden and other jurisdictions to which the Offer may be legally extended (but excluding Australia, Canada or Japan). In addition, the Offer is expected to be made to all holders of the issued and outstanding Shares, except those Shares held by Indy. The per-Share offer price (the “**Offer Price**”) for both the Series A and Series B shares will be SEK 111 (or approximately \$14.52 per Share), which represents a premium over the market price of the Shares on the day prior to the Offeror’s announcement of its intention to make the Offer. The Offer is expected to be subject to, among other conditions, a condition that the Offer is accepted to the extent that the Offeror becomes the owner of more than 90% of the total issued and outstanding Shares (inclusive of any Shares held by Indy or the Offeror at the commencement of the Offer or acquired thereafter pursuant to the exemptive relief requested herein), which condition may be waived at the option of the Offeror.

The Offer will be governed by the laws of Sweden. In addition, the Offer will be subject to, and will be structured to comply with, the “Rules Concerning Public Offers for the Acquisition of Shares (2003)” promulgated by The Swedish Industry and Commerce Stock Exchange Committee of the SSE (*Näringslivets Börskommitté*) (“**NBK**”), as subsequently amended (the “**Swedish Takeover**

**Rules**”) and the applicable rules and regulations thereunder and the Swedish Securities Council’s (*Aktiemarknadsnämnden*) rules of interpretation and implementation. Except to the extent of the relief provided under the “Tier II” cross-border exemption and the additional relief requested herein, the Offer will also be subject to Regulation 14E under the Exchange Act. As noted above, the Offer will not be subject to Regulation 14D because the Company does not have (nor has ever had) any class of its securities registered under Section 12 of the Exchange Act.

The Offeror publicly announced its intention to make the Offer on April 3, 2006 by issuing a press release in accordance with the Swedish Takeover Rules to Swedish and international media and news agencies, as well as to the SSE. The Offer will be made pursuant to an offer document (the “**Offer Document**”), which will comply and be prepared in accordance with the applicable rules and regulations described in the immediately preceding paragraph. Prior to publication of the Offer Document, a draft of the Offer Document will be filed with the Swedish Financial Supervisory Authority, (*Finansinspektionen*) (the “**SFSA**”)<sup>2</sup>. Upon approval of the Offer Document by the SFSA, the Offer Document will be mailed to holders of record including those holders resident in the United States. The Offer Document will be published in both Swedish and English and the Offer Document will contain a statement to the effect that in the case of an inconsistency between the Swedish and English versions of the Offer Documents, the English documents will prevail (except with respect to the information regarding the Company contained therein, as to which the Swedish version will prevail). It is expected that the Offer will commence on or about April 7, 2006.

The acceptance period for the Offer will be open for a period of not less than the 20 business days required by Rule 14e-1 of the Exchange Act. It is anticipated that the Offeror will announce the result of the Offer on or about the third trading day after the expiration of the acceptance period, subject to any pending regulatory approvals, and that payment for any Shares tendered in the Offer will be made approximately seven days after all conditions to the Offer have been met. The purpose of the Offer is to acquire all of the outstanding Shares not currently held by Indy or the Offeror. It is anticipated that as soon as possible following the Offeror’s acquisition of more than 90% of the Shares, the Offeror would effect a compulsory purchase of any remaining Shares not tendered in the Offer, if any, as permitted under Swedish law, following which the Offeror would seek the delisting of the Shares from the SSE.

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<sup>2</sup> The SFSA, *inter alia*, supervises and monitors all companies operating in Swedish financial markets and is an independent public authority under the Swedish Ministry of Finance. The SFSA is also responsible for registering offer documents and works with the SSE in reporting possible insider trading to the special prosecutor for economic crimes in Sweden.



### III. Requested Relief from Rule 14e-5

#### *Background*

We have been advised by Vinge that purchases outside of a tender offer, both on the SSE and outside of such exchange, are permitted under Swedish law, subject to certain limitations (including as to the price paid for such purchases), prohibitions under Swedish law against trading when in possession of non-public information that is likely to have a material effect on the market price of the shares traded, and certain disclosure obligations relating to acquisitions of significant amounts of shares, in each case, as described in more detail below.

Subject to certain exceptions, Rule 14e-5 prohibits a covered person in connection with a tender offer for equity securities from directly or indirectly purchasing or arranging to purchase any subject securities or any related securities (each as defined in Rule 14e-5) except as part of the tender offer. The prohibition applies from the time of the public announcement of the tender offer until the tender offer expires. A "covered person" is defined under Rule 14e-5 as (i) the offeror and its affiliates, (ii) the offeror's dealer-manager and its affiliates, (iii) any advisor to any of the persons described in (i) and (ii) whose compensation is dependent on the completion of the offer, and (iv) any person acting, directly or indirectly, in concert with any of the persons specified in (i), (ii) or (iii) in connection with any purchase or arrangement to purchase any subject securities or related securities. Purchases of Shares by the Prospective Purchasers would not fall within any of the exemptions specifically provided for in Rule 14e-5. Accordingly, in the absence of exemptive relief, any such purchases made by any of the Prospective Purchasers outside of the Offer would be prohibited after the first public announcement of the Offer.<sup>3</sup> (In this respect, we note that no such purchases have been made by any Prospective Purchaser since the first public announcement of the Offer.)

Rule 14e-5 is generally designed to prevent manipulative or deceptive practices in connection with tender offers in prohibiting the actions described above, and protects investors by, among other things, "preventing an offeror from extending greater or different consideration to some security holders by offering to purchase their shares outside the offer, while other security holders are limited

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<sup>3</sup> Please note that, in our view, there are doubts as to whether the jurisdictional predicate for the application of the Exchange Act, namely that there be a purchase of a security "by use of the mails or by any means or instrumentality of interstate commerce or of any facility of a national securities exchange," would be satisfied if the Offeror or its affiliates made purchases of, or arrangements to purchase, Shares outside the United States. We nonetheless apply for exemptive relief for such purchases from the provisions of Rule 14e-5, on behalf of such persons, on the conditions set forth herein. This letter should not be considered to reflect an admission that Rule 14e-5 would apply to such purchases of Shares outside the United States in the absence of such exemptive relief.

by the terms of the offer". See Cross-Border Tender and Exchange Offers, Business Combinations and Rights Offerings, Exchange Act Release No. 33-7759 (October 26, 1999) (the "**Cross Border Release**").

Although "Tier I" tender offers are automatically exempted from the requirements of Rule 14e-5, the Commission stated in the Cross Border Release that it would continue to review requests for relief from Rule 14e-5 for offers other than "Tier I" eligible offers on a case-by-case basis. In considering requests for relief for "Tier II" offers, the Commission stated that it will consider factors such as (i) proportional ownership of U.S. security holders of the subject security in relation to the total number of shares outstanding and to the public float; (ii) whether the offer will be for "any-and-all" shares or will involve pro-ratoning; (iii) whether the offered consideration will be cash or securities; (iv) whether the securities will be subject to a foreign jurisdiction's laws, rules, or principles governing the conduct of tender offers that provide protections comparable to Rule 14e-5; and (v) whether the principal trading market for the subject security is outside of the United States. See Cross Border Release.

As discussed above, Indy and Ecap believe that approximately 15% of the outstanding Shares are held by U.S. holders. Further, it is expected that the Offer will be structured as a single cash offer for all Shares (other than those held by Indy or the Offeror), and the Offer will be subject to the laws of Sweden (including, but not limited to, the Swedish Takeover Rules). The Shares are listed on the SSE, which is the principal trading market for the Shares.

In addition, the Swedish laws provide numerous protections to shareholders with respect to purchases by an offeror outside of an offer. Under the Swedish Takeover Rules (NBK, Section II.11), if a bidder acquires shares in a target company after an offer has been made public and prior to the termination or expiration of the offer in accordance with its terms on financial terms that are more favorable for the holder than the terms of the offer, the financial terms of the offer for all holders are to be adjusted to the corresponding extent. Any changes made to the terms of the offer as a result of the more favorable acquisition of shares is to be made public without delay (which will be accomplished by way of a press release issued in accordance with the Swedish Takeover Rules to Swedish and international media and news agencies, as well as to the SSE), and any new terms are to be communicated to all shareholders covered by the offer whose postal addresses are known. As noted above, the Offer will be subject to such rules and any purchases of Shares outside of the Offer by any Prospective Purchaser on terms more favorable than the terms under the Offer applicable to such series of Share will result in an increase in the Offer price relating to such series of Share. Furthermore, a number of Swedish "insider trading" laws will be generally applicable to the Offer – most notably, (i) the criminal sanctions contained in Sweden's Market Abuse Act (2005) (implementing the European Union's Market Abuse Directive), which prohibit trading while in possession of

non-public information that is likely to affect materially the market price of the security in question, and (ii) the Swedish Takeover Rules, which require that a target company that has disclosed to an offeror (in the context of a due diligence investigation of such target company) non-public information that is likely to affect the market price of the security that is the subject of the tender offer “not to an immaterial degree” (see NBK, Section II.15) disclose such information publicly well before the expiration of the tender offer, and which prohibit the offeror from making purchases outside of the tender offer in question before such disclosure occurs. Finally, the NBK’s rules on large acquisitions and disposals of shares (1994), commonly referred to as the “Flagging Rules”, require same-day disclosure of holdings in Swedish listed companies once certain thresholds, beginning at 5% and continuing in 5% increments, are exceeded.

*Requested Exemptive Relief*

Based on the foregoing, we respectfully request that the Prospective Purchasers be granted exemptive relief from the provisions of Rule 14e-5 in order to permit purchases of Shares outside the Offer. The foregoing request for exemptive relief would be subject to the following conditions:

- (i) no purchases or arrangements to purchase Shares, otherwise than pursuant to the Offer, will be made in the United States;
- (ii) the Offeror will improve the Offer to match any more favorable consideration provided in purchases by the Prospective Purchasers outside of the Offer during the period from the date of the public announcement of the Offer to the time of termination or expiration of the Offer;
- (iii) disclosure of the possibility of purchases of Shares by the Prospective Purchasers, otherwise than pursuant to the Offer, is included prominently in the Offer Document;
- (iv) the Prospective Purchasers will disclose in the United States information regarding purchases of Shares to the extent such information is made public in Sweden in accordance with applicable rules;
- (v) the Prospective Purchasers will disclose to the Division of Market Regulation of the Commission (the “**Division of Market Regulation**”), upon request, a daily time-sequenced schedule of all purchases of Shares made by any of them during the Offer, on a transaction-by-transaction basis, including: (1) size, broker (if any), time of execution, and price of purchase; and (2) if not

executed on the SSE, details of the exchange, quotation system or other facility through which the purchase occurred;

- (vi) upon request of the Division of Market Regulation, the Prospective Purchasers will transmit the information specified in (v)(1) and (v)(2) above to the Division of Market Regulation at its offices in Washington, D.C. within 30 days of its request;
- (vii) the Prospective Purchasers will retain all documents and other information required to be maintained pursuant to this exemption for a period of not less than two years from the date of the termination of the Offer to respond to inquiries of the Division of Market Regulation relating to such records;
- (viii) representatives of the Prospective Purchasers will be made available (in person at the offices of the Division of Market Regulation in Washington, D.C. or by telephone) to respond to inquiries of the Division of Market Regulation relating to such records;
- (ix) the Prospective Purchasers will comply with the applicable requirements under Swedish law; and
- (x) except as otherwise exempted herein, the Prospective Purchasers will comply with Rule 14e-5.

The Commission has granted a number of exemptions from Rule 14e-5 and Rule 10b-13 (the predecessor to Rule 14e-5) to permit purchases outside of a tender offer by offerors and persons acting on behalf of offerors. We believe the relief requested herein under Rule 14e-5 is consistent with that granted by the Commission in similar situations in the past including, but not limited to, the letter for the offer by Adecco S.A. for DIS Deutscher Industrie Service A.G. (January 9, 2006); the letter for the offer by Nordic Telephone Company ApS for TDC A/S (November 30, 2005); the letter for the offer by PurusCo A/S for ISS A/S (May 10, 2005); and the letter for the offer by Sanofi-Synthelabo for Ordinary Shares and ADSs of Aventis (June 10, 2004).

#### **IV. Confidential Treatment Request and Conclusion**

Pursuant to 17 C.F.R. 200.81(b), we respectfully request on behalf of Indy and Ecap that this exemptive request and the response be accorded confidential treatment until 120 days after the date of the response to such request or such earlier date as the Staff is advised that all of the information in this letter has been made public. This request for confidential treatment is made on behalf of the

April 6, 2006

Offeror because certain of the facts set forth in this letter have not been made public.

In compliance with Securities Act Release No. 6269 (December 5, 1980), seven additional copies of this letter are enclosed. In consideration of the anticipated timetable of the Offer, we respectfully request that the Commission issue the requested exemptive relief as soon as practicable.

Please call either of the undersigned at (212-450-4340) or (212-450-4059), respectively, if you should have any questions or need additional information.

Respectfully yours,

*George R. Bason, Jr. per [Signature]*

*[Signature]*  
George R. Bason, Jr.

Lawrence M. Chu

cc: Lennart Johansson  
Investor AB

Thomas Von Koch  
EQT Partners

Hans Wibom, Esq.  
Christoffer Saidac, Esq.  
Advokatfirman Vinge KB