Witness Name: Rajinder Bassi
Statement No: WITN6391001
Exhibits: WITN6391002-03
Dated: 8 June 2021

INFECTED BLOOD INQUIRY

EXHIBIT WITN6391003

KIRKLAND & ELLIS INTERNATIONAL LLP

30 St Mary Axe
London, EC3A 8AF
United Kingdom

Rajinder Bassi
To Call Writer Directly:
GRO-C
rajinder.bassi@ GRO-C

Telephone: +44 20 7469 2000

Facsimile:
+44 20 7469 2001

www.kirkland.com

4 April 2019

BY COURIER AND E-MAIL

Infected Blood Inquiry
Fleetbank House
1st Floor
2-6 Salisbury Square
London
EC4Y 8AE

Attn: Deirdre Domingo
deirdre.domingo@ GRO-C

Dear Sirs,

We represent Revlon, Inc.[1] and following discussions between Rajinder Bassi (of Kirkland & Ellis International LLP) and Deirdre Domingo (Deputy Solicitor of the Inquiry), we write in connection with The Infected Blood Inquiry (the "**Inquiry**").

On 3 November 2018, the Telegraph published an article with the headline "*Healthcare firm formerly linked to Revlon gave British patients blood it knew was infected.*"

The healthcare firm referenced in the article is Armour Pharmaceutical Company ("**Armour**"). We are now writing to the Inquiry to explain the alleged "link" between Revlon, Inc. and Armour and to emphasise that today's Revlon, Inc. has never had any ownership or control over Armour.

As the Inquiry will appreciate Revlon, Inc. has a strong customer base in the U.K. and is naturally concerned to ensure that no damage is inflicted on it by an incorrect association with Armour.

---

[1] Revlon, Inc. (a Delaware corporation incorporated in 1992) shall, when the context requires, also be referred to as New Revlon, Inc. in this letter.

In summary:

1. In the 1980s, Revlon, Inc. (as it was constituted then, referred to in this letter as "**Old Revlon, Inc**.") had a number of distinct divisions, including a cosmetics division and a healthcare division.

2. In June 1985, an entity known as Pantry Pride, Inc. ("**Pantry Pride**") approached Old Revlon, Inc. as Pantry Pride was interested in making a bid to acquire Old Revlon, Inc. In the following months, the matter became contentious as other entities were also interested in acquiring Old Revlon, Inc. The matter culminated in a battle for control over Old Revlon, Inc. before the Delaware courts. A ruling by the Delaware Supreme Court on 1 November 1985 paved the way for Pantry Pride to acquire 90% of Old Revlon, Inc.'s outstanding shares (via a hostile takeover) on 5 November 1985.

3. We understand that, for commercial reasons, Pantry Pride was focused on acquiring Old Revlon, Inc.'s cosmetics rather than non-cosmetics businesses. In particular, Pantry Pride informed the SEC that if its planned takeover of Old Revlon, Inc. were to succeed it would sell everything except the cosmetics business.[2] There was also a commercial need to sell certain of Old Revlon, Inc.'s non-cosmetics businesses to meet the significant debt that Pantry Pride was to incur if it was successful in acquiring Old Revlon, Inc.

4. Accordingly, in anticipation of a successful takeover, Pantry Pride had already negotiated with and lined up buyers to purchase certain of the non-cosmetic businesses of Old Revlon, Inc. Therefore, promptly after Pantry Pride's takeover of Old Revlon, Inc. on 5 November, 1985, the following divestitures were made:

21 November 1985	-	Sale of Norcliff Thayer Inc. to Beecham Holdings Inc.
21 November 1985	-	Sale of Fine Chemicals (Reheis, Chemical Company Inc.) to Beecham Holdings Inc.
27 November 1985	-	**Sale of** Ethical Pharmaceutical Business (USV Pharmaceutical Corporation, **Armour Pharmaceutical Company**, Plasma Alliance, Inc. and Meloy Laboratories, Inc.) to **Rorer Group Inc.**

5. The sale of Armour to Rorer Group Inc. was documented in an Agreement dated 27 November 1985 and the deal closed on January 7, 1986. Since that time we understand that Armour has been sold on a number of times and is now owned by Sanofi. It is clear from the above that the new owners of Old Revlon, Inc. never intended to retain and operate Armour after the takeover.

---

[2] New York Times, 24 August 1985 (attached)

6. In April 1987, the parent company of Pantry Pride acquired the remaining outstanding shares of the Revlon Group making it a private company.

7. On 24 April 1992, Revlon, Inc. (as it is constituted today) ("**New Revlon, Inc.**") was incorporated. There was an intention to complete an initial public equity offering of New Revlon, Inc. in 1992, but the plan was postponed due to difficult market conditions. However, on 5 March 1996, New Revlon, Inc. completed an initial public equity offering and it remains a public company today. Since its formation, New Revlon, Inc. has manufactured, marketed, and sold a range of cosmetics, skin care, fragrance, personal care, and professional products and has not operated in the pharmaceutical/healthcare sector.

We hope that the above chronology clarifies that New Revlon, Inc. (incorporated in 1992) never had any ownership or control over Armour (which is now owned by Sanofi).

Prior Engagement with Factor 8

The Inquiry team will be aware of the advocacy group Factor 8. By way of information, Factor 8 called for protests at New Revlon, Inc's offices on 30 April 2018. We believe that this was because of a mistaken belief that New Revlon, Inc. was linked to and in some way responsible for the activities of Armour. On 27 April 2018, the General Counsel of New Revlon, Inc. informed Factor 8's representatives of the sale of Armour to Rorer Group Inc. in November 1985 and clarified that New Revlon, Inc. was created on 24 April 1992 and had never had ownership or control over Armour.

Factor 8 published a press release on 29 April 2018, which included the following statement:

> "*For the avoidance of doubt, allegations and claims pertaining to the Contaminated Blood Scandal and Revlon are directed to the corporate structure as it stood at the material time and should not be misinterpreted as being directed toward Revlon Inc as it exists today.*"

Documents and Personnel

We would respectfully note that, due to the sale of Armour to the Rorer Group in November 1985, described above, New Revlon, Inc. is not aware of any relevant Armour-related materials, which may assist the Inquiry.

Nonetheless, efforts have been made to locate any historic Armour-related material from off-site storage sites and, following a review of the limited materials located, no material pertinent to the Inquiry was located.

Furthermore, none of the senior management/leadership team involved in the pharmaceutical business of Old Revlon, Inc. in the 1980s have worked for or currently work for New Revlon, Inc.

Finally, Revlon, Inc. wishes to express its deep sadness and sympathy for anyone affected by the issues in this Inquiry.

Please do not hesitate to contact Rajinder Bassi of this firm should you need any further clarification on the above.

Yours faithfully,

GRO-C

Kirkland & Ellis International LLP

THE NEW YORK TIMES, SATURDAY, AUGUST 24, 1985

NEWS

August Auto Sales Fell

ited
Drop

…w Times
3 — New-car
re down 4.6 per-
able period last
arers reported
f light trucks
om last year.
sts said sales in
1 suffered from
International
mstors, whose
cars from facto.
Most of those
work on Mon-
ndustry is still
the huge inven-
d up during the

djusted annual
at 7.6 million
llon for the first
, but down from
st year.

Programs

ring effects of
ffset by a new
grams recently

announced by the major auto makers.

"By the end of August we could have gangbuster sales with the haulers pulling the cork on those bottled-up cars, plus the effects of the incentive programs that all the companies are offering now," said David Healy, an analyst with Drexel Burnham Lambert Inc.

The General Motors Corporation announced Aug. 15 that it would offer 7.7 percent financing on most of its 1985 model cars and trucks. The Ford Motor Company introduced a similar program on Monday, and on Tuesday the Chrysler Corporation said it would offer qualified customers a 7.5 percent rate. Thursday the American Motors Corporation said it would offer 7.5 percent financing. Details vary with each company.

The program did not come early enough to help General Motors' sales in the mid-August period, which had eight selling days this year and last. G.M.'s car sales of 106,133 were down 3.3 percent from mid-August of last year, but light-truck sales gained 8.1 percent, to 33,730.

James G. Vorhes, vice president of sales for G.M., said the company expects to see significant effects from the new incentives in late August. Mr. Vorhes said the financing plan "is doing exactly what it was intended to do — stimulating the market for the remaining 1985 models before the 1986 introduction in early October." He added, "Showroom traffic is up dramatically; finance applications received by G.M.A.C. in the first few days of the program were the highest ever recorded, and the daily selling rate has increased substantially in the past few days." G.M.A.C., the General Motors Acceptance Corporation, is G.M.'s financing arm.

Car sales by Ford were down 13.8 percent, to 39,965 units, and light-truck sales fell 28.8 percent from last year, to 19,602.

Chrysler, which had above-normal car supplies before the teamsters' strike began, said its car sales of 25,348 represented a rise of 18.9 percent from a year ago and its truck sales of 9,234 were up 14.6 percent.

A.M.C. Sales

A.M.C. estimated that it sold 2,700 vehicles, a plunge of 43.8 percent from the period in 1984. But Jeep deliveries were up 20 percent, to 3,800.

Volkswagen of America reported sales of 1,783, up 10.4 percent from last year. The American Honda Motor Company delivered 3,663 new cars, a 45 percent jump from mid-August 1984. The Nissan Motor Corporation, which began assembling cars in the United States in the spring, said it sold 744 of the domestically produced vehicles. Nissan also sold 1,655 trucks in the period, bringing total truck sales this year to 67,836.

Pantry Pride's Plan for Revlon

Pantry Pride Inc. told the Securities and Exchange Commission yesterday that if it succeeded in its $1.8 billion takeover of Revlon Inc., it would sell everything except the cosmetics business. It said it thought it could raise between $1.7 billion and $1.9 billion in the sales and might also sell Revlon's foreign operations.

Revlon has pharmaceutical, vision care and diagnostic medical equipment operations.

In addition to $750 million on hand and a $500 million bank loan, Pantry Pride said it would need $900 million more for the takeover, and it would be raised by Drexel Burnham Lambert Inc. But all borrowings, it said, would be repaid from the planned sales of the Revlon units and from other sources, including $85 million in surplus assets from Revlon's employee retirement plan.

Bankrollers of 'Low Tech' Business

s Business Page
staurateurs, re-
w-tech entrepre-

r, almost every-
that if they can
, marketing-ori-
some good ideas,
look," said Paul
r in Robertson,
large San Fran
ag in technologi-
ures.
he trend less en-
gence of Market-
nd the other new
ve opened a de-
pital industry.
, consumer mar-
" said Frederick
rk venture capi-
200 million in in-

ined that invest-
consumer prod-
states "the two
re capital indus-
rules, he said, is
nies should hold
term growth, in-
success.

said that consumer products companies, restaurants and retailers received only 6 percent of the nation's $3 billion in venture capital investments in 1984.

But some executives say that the relatively small amounts being spent at the low-technology end of the venture capital industry have left a void waiting to be filled.

"A lot of firms that have been successful in high tech have simply chosen to avoid anything that smacked of a marketing risk," said G. Clinton Merrick, formerly president of a pasta company and now one of the three partners in Consumer Venture. "Marketing is what we know."

The Greenwich company, using an analysis it performed this year, said that, despite the relatively low level of venture capital investment, 20 percent of initial public offerings between 1981 and 1984 were made by start-up companies in the consumer products field.

And in some cases, the new capital firms firms that specialize in low-technology start-ups have alre… ceived high rates of return.

…manufacturer.

Indeed, some venture capitalists said that the low-technology end of their business was becoming more attractive, because some high-technology industries, particularly the computer field, had become overcrowded. With many of the largest computer companies experiencing sluggish sales, and with many smaller concerns in severe financial difficulty, venture capital firms across the country are suffering from a growing number of failures among the start-ups they have financed.

For the venture capital industry as a whole, the difficulties have resulted in slower rates of growth, with many pension funds and banks lowering their investments. Venture Economics, the research firm, said the $3 billion invested last year was slightly higher than in 1983, when $2.8 billion was invested. But it added that venture capital spending had increased more than 50 percent between 1982 and 1983.

At Robertson, Colman, Stephens,

cializing in high-technology ventures had been a "copy cat philosophy." He added: "In the 1970's, you'd find two or three start-ups competing for every new market niche. Lately there have been 40 or 50."

No Wholesale Shift Seen

Executives at the newer, marketing-oriented firms say that they do not expect a wholesale shift of the venture capital industry from high-technology to low-technology start-ups. Mr. Kuehn of Early Stages said that venture capital spending on consumer products companies, restaurants and stores might grow to 10 to 15 percent of the industry's total, up from 6 percent last year.

But while its growth may be limited, low-tech venture finance, experts say, is certainly attracting more attention — and may continue to do so as long as many high-technology industries struggle.

"It used to be that high tech was sexy and low tech wasn't," said Mark L. Radtke, the vice president of Ven-

Manvill C U.S., Ju ge

By STEVEN E. PROKESCH

In a decision hailed yesterday by the Manville Corporation, a Federal judge ruled that the company could sue the Government to recover asbestos-related damages it paid to a naval shipyard worker.

The ruling came in a pretrial action on Wednesday, when the judge denied a motion to dismiss Manville's suit. In an interview yesterday, a Government official emphasized that the decision was preliminary, but G. Earl Parker, Manville's senior vice president for law and public affairs, said the denial "could be very significant if the Government is ultimately forced to help compensate the thousands of people injured by asbestos in Government shipyards."

Manville recently offered to pay $2.5 billion or more to settle pending and future asbestos health claims.

In the case in District Court in San Francisco, Manville is suing the Government for $45,000 it paid to John C. Robinson, who contracted an asbestos-related lung disease while refitting ships and removing asbestos in naval shipyards in California. It is one of six similar suits that Manville has brought to force the Government to help settle asbestos-health claims.

Manville contends that the Government legally required the company to supply products containing asbestos to build and repair ships during World War II and the Korean War. It also contends that the Government was negligent, because it knew of the health dangers that asbestos could cause, but failed to take proper precautions to safeguard shipyard workers.

'A Very Early Stage'

Robert Willmore, United States Deputy Assistant Attorney General, minimized the importance of Chief District Judge Robert Peckham's denial of the Government motion to dismiss the suit. "It is possible that this case will never go to trial," he said. "It is a preliminary decision at a very early stage of the litigation."

Mr. Parker said that Manville had so far paid $40 million in damages to government and private workers who were employed in government-controlled shipyards. About half of the 16,000 cases pending against the company in August 1982, when it filed for protection under Chapter 11 of the Federal Bankruptcy Act to deal with mounting asbestos claims, involve such workers, he said.