

# **EXHIBIT 3**

**From:** [Huppert, Matthew \(ATR\)](#)  
**To:** [Lazarus, Gabriel](#)  
**Cc:** [Owen, Jay \(ATR\)](#); [mcoolidge@hausfeld.com](mailto:mcoolidge@hausfeld.com); [Isaacs, Miranda \(ATR\)](#); [Justin.bernick@hoganlovells.com](mailto:Justin.bernick@hoganlovells.com); [Breed, Logan M.](#); [Cohen-Millstein, Peter](#)  
**Subject:** RE: United States v. ASSA ABLOY - Vietnam Transfer  
**Date:** Tuesday, March 5, 2024 2:49:00 PM

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Gabriel,

It's unfortunate that you were surprised by our letter, but you should not have been. As an initial matter, we disagree with your characterization of the February 7 call, during which we asked several specific questions about operational control that ASSA ABLOY has not been able to answer, either directly or through the February 14 email from Fortune Brands' counsel. To take just a few non-exhaustive examples, you've been unable to answer for us (a) how, as a practical matter, Mr. Demko is directing day-to-day operation of the Vietnam facility; (b) the nature of the transactions or other activity that is the source of the Vietnam entity's "working capital"; and (c) how the Vietnam entity's agreements with third-party suppliers are being handled during this period. The high-level and conclusory statements that ASSA ABLOY has provided us thus far about these topics fall well short of satisfying ASSA ABLOY's obligations under the Final Judgment. Given ASSA ABLOY's delay and inability to provide answers to our questions, we have asked the Monitoring Trustee to look into these and other questions, and as we said in our letter, we will continue to consider the issue of operational control in light of any further information provided by the Monitoring Trustee or ASSA ABLOY.

Separately, given the facts as we laid them out in our letter, we are not sure how you could be "puzzl[ed]" by the relevance of operational control. Indeed, your email almost entirely fails to engage with or dispute the facts we summarized in our letter, which demonstrate the relevance of operational control. For example, you cite in your email a "payment" that was "made" on December 22, but you do not dispute the critical fact that the payment in question remains in escrow and therefore hasn't actually transferred to ASSA ABLOY.

We look forward to learning additional information about these important but unresolved issues that ASSA ABLOY has the affirmative obligation to address under the Final Judgment.

Sincerely,

Matt

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**Matthew R. Huppert** (he/him)  
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**From:** Lazarus, Gabriel <glazarus@cgsh.com>  
**Sent:** Friday, March 1, 2024 8:02 PM

**To:** Huppert, Matthew (ATR) <Matthew.Huppert@usdoj.gov>

**Cc:** Owen, Jay (ATR) <Jay.Owen@usdoj.gov>; mcoolidge@hausfeld.com; Isaacs, Miranda (ATR) <Miranda.Isaacs@usdoj.gov>; Justin.bernick@hoganlovells.com; Breed, Logan M. <logan.breed@hoganlovells.com>; Cohen-Millstein, Peter <peter.cohen-millstein@hoganlovells.com>

**Subject:** [EXTERNAL] RE: United States v. ASSA ABLOY - Vietnam Transfer

Matt,

We are surprised by your letter and your assertion that ASSA ABLOY has not addressed the questions from our February 7 call. On that call, we agreed to reach out to Fortune to confirm the following:

1. how employees of the Vietnam facility are paid;
2. who at Fortune is responsible for day-to-day operations;
3. how instructions from Fortune are communicated to the Vietnam facility; and
4. where working capital comes from.

The correspondence we forwarded from Fortune's counsel on Feb. 16 addressed each of these points and separately confirmed that ASSA ABLOY has no role in the oversight, management, or control of the Vietnamese entity.

Rather than explain what additional information would be helpful—as we invited you to do in our February 16 correspondence—your letter fails to identify any new questions. We are glad to understand that you continue to consider the operational control issue, and we reiterate our offer to contact Fortune to facilitate collecting further information (or to see if someone at Fortune can speak with you directly).

As you know, all ASSA ABLOY personnel left the Vietnam facility by August of last year, so detail about how the facility has been operated since then resides squarely with Fortune. If you would like us to gather additional information from Fortune, please let us know by next Wednesday, March 6, specifically what that information is, and we will ask Fortune to provide it.

Separately, your purported expectation as of December 28 that ASSA ABLOY would rely on the “operational control” prong of the Judgment is also puzzling. Our December 28 email stated that payment had been made “in consideration for **the transfer of ownership** of the shares of the Vietnam Entity.” Our January 16 correspondence with the Trustee likewise stated that “**transfer** of the Smart Lock Foreign Divestiture Assets **was completed** on December 22, 2023.” Notwithstanding our view that the assets were transferred last year, when the Trustee informed us for the first time on January 29 that she did not share that understanding, we contacted you per her recommendation to discuss transfer of operational control.

Regards,

Gabriel

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**Gabriel J. Lazarus**

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Pronouns: he/him/his

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**From:** Huppert, Matthew (ATR) <[Matthew.Huppert@usdoj.gov](mailto:Matthew.Huppert@usdoj.gov)>  
**Sent:** Thursday, February 29, 2024 5:36 PM  
**To:** Lazarus, Gabriel <[glazarus@cgsh.com](mailto:glazarus@cgsh.com)>  
**Cc:** Owen, Jay (ATR) <[Jay.Owen@usdoj.gov](mailto:Jay.Owen@usdoj.gov)>; [mcoolidge@hausfeld.com](mailto:mcoolidge@hausfeld.com); Isaacs, Miranda (ATR) <[Miranda.Isaacs@usdoj.gov](mailto:Miranda.Isaacs@usdoj.gov)>; [Justin.bernick@hoganlovells.com](mailto:Justin.bernick@hoganlovells.com); Breed, Logan M. <[logan.breed@hoganlovells.com](mailto:logan.breed@hoganlovells.com)>; Cohen-Millstein, Peter <[peter.cohen-millstein@hoganlovells.com](mailto:peter.cohen-millstein@hoganlovells.com)>  
**Subject:** United States v. ASSA ABLOY - Vietnam Transfer

Gabriel,

Please see the attached correspondence.

Sincerely,

Matt

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