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XTRA CORP /DE/
Form SC TO-T
August 14, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
(RULE 14d-100)

TENDER OFFER STATEMENT UNDER SECTION
14(d)(1) OR 13(e)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

XTRA CORPORATION
(Name of Subject Company (Issuer))

BX MERGER SUB INC. (OFFEROR)
BERKSHIRE HATHAWAY INC. (OFFEROR PARENT)
(Names of Filing Persons (identifying status as offeror, issuer or other
person))

COMMON STOCK, PAR VALUE \$0.50 PER SHARE
(Title of Class of Securities)

984138107
(CUSIP Number of Class of Securities)

MARC D. HAMBURG
VICE PRESIDENT
BERKSHIRE HATHAWAY INC.
1440 KIEWIT PLAZA
OMAHA, NE 68131
TELEPHONE: (402) 346-1400
(Name, address and telephone number of person authorized to receive notices and
communications on behalf of filing persons)

COPY TO:
R. GREGORY MORGAN, ESQ.
MUNGER, TOLLES & OLSON LLP
355 SOUTH GRAND AVENUE
LOS ANGELES, CA 90071
TELEPHONE: (213) 683-9100

CALCULATION OF FILING FEE

TRANSACTION VALUATION*	AMOUNT OF FILING FEE
\$590,110,973	\$118,023

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* Estimated for purposes of calculating the amount of the filing fee only. The amount assumes the purchase of a total of (i) 10,506,973 shares of the outstanding common stock, par value \$0.50 per share, of the Subject Company ("Subject Company Common Stock") at an offer price of \$55.00 per share and (ii) 1,075,414 shares of Subject Company Common Stock issuable upon exercise of options on Subject Company Common Stock outstanding as of July 30, 2001, and exercisable at an average exercise price of \$43.63 per share (according to the Subject Company).

[] Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by Registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: None.

Form or Registration No.: Not applicable.

Filing Party: Not applicable.

Date Filed: Not applicable.

[] Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

[X] third-party tender offer subject to Rule 14d-1.

[] issuer tender offer subject to Rule 13e-4.

[] going-private transaction subject to Rule 13e-3.

[] amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: []

This Tender Offer Statement on Schedule TO (this "Schedule TO") is filed by BX Merger Sub Inc., a Delaware corporation ("Purchaser") and a wholly owned subsidiary of Berkshire Hathaway Inc., a Delaware corporation ("Berkshire"). This Schedule TO relates to the offer by Purchaser to purchase any and all of the outstanding shares of common stock, par value \$0.50 per share (the "Shares"), of XTRA Corporation, a Delaware corporation (the "Company"), at a purchase price of \$55.00 per Share, upon the terms and subject to the conditions set forth in the Offer to Purchase (the "Offer to Purchase") and in the related Letter of Transmittal, copies of which are attached hereto as Exhibits (a)(1) and (a)(2) (which, together with any amendments or supplements thereto, collectively constitute the "Offer"). The information set forth in the Offer to Purchase and the related Letter of Transmittal is incorporated herein by reference with respect to Items 1-11 of this Schedule TO. The Agreement and Plan of Merger, dated as of July 30, 2001, among the Company, Purchaser, and Berkshire, a copy of which is attached as Exhibit (d)(1) hereto and the Stockholders Agreement, dated as of July 30, 2001, among Berkshire, Purchaser, Tiger Management L.L.C., Tiger Performance L.L.C., Tiger Management Corporation and Julian H. Robertson, Jr., a copy of which is attached as Exhibit (d)(2)

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hereto, are incorporated herein by reference with respect to Items 5 and 11 of Schedule TO.

ITEM 3. IDENTITY AND BACKGROUND OF FILING PERSONS.

None of Berkshire, Purchaser nor, to the best of their knowledge, any of the persons listed on Schedule I to the Offer to Purchase has during the last five years (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to any judicial or administrative proceeding (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, federal or state securities laws or a finding of any violation of such laws.

ITEM 12. EXHIBITS.

(a) (1) Offer to Purchase, dated August 14, 2001.

(a) (2) Form of Letter of Transmittal.

(a) (3) Form of Notice of Guaranteed Delivery.

(a) (4) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.

(a) (5) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.

(a) (6) Text of joint press release issued by Berkshire and the Company dated July 31, 2001 (incorporated by reference from the Tender Offer Statement on Schedule TO filed by Berkshire with the Securities and Exchange Commission on July 31, 2001).

(a) (7) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.

(a) (8) Form of summary advertisement, dated August 14, 2000.

(b) None.

(c) Not applicable.

(d) (1) Agreement and Plan of Merger, dated as of July 30, 2001, among Berkshire, Purchaser and the Company (incorporated herein by reference to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on July 31, 2001).

(d) (2) Stockholders Agreement, dated as of July 30, 2001, among Berkshire, Purchaser and Julian H. Robertson, Jr., Tiger Management Corporation, Tiger Management L.L.C. and Tiger Performance L.L.C. (incorporated herein by reference to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on July 31, 2001).

(e) Not applicable.

(f) Not applicable.

(g) None.

(h) None.

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ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3.

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

BX MERGER SUB INC.

By: /s/ Marc D. Hamburg

Name: Marc D. Hamburg

Title: President, Secretary and Treasurer

BERKSHIRE HATHAWAY INC.

By: /s/ Marc D. Hamburg

Name: Marc D. Hamburg

Title: Vice President and Chief Financial Officer

Dated: August 14, 2001

EXHIBIT INDEX

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- (d) (2) Stockholder Agreement, dated as of December 19, 2000, among Berkshire, Purchaser and Julian H. Robertson, Jr., Tiger Management Corporation, Tiger

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Management L.L.C. and Tiger Performance L.L.C. (incorporated herein by reference to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on July 31, 2001).