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April 28, 1986

Mr. Patrick Sharpe
Compliance Specialist
Premerger Notification Office
Room 303
Federal Trade Commission
Sixth Street and Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Re: Application Of Hart-Scott-Rodino To
A Particular Fact Situation

Dear Mr. Sharpe:

We are interested in the application of Section 201 of
the Hart-Scott-Rodino Antitrust Improvements Act of 1976
(the "Act") to the following fact situation:

1. Corporation A ("A") owns 13% of Corporation
B ("B").
2. A has announced a tender offer for 100% of B,
but will accept 50% ownership (i.e. if shareholders tender
37% of the outstanding stock then A will proceed with the
tender offer.)
3. A's total assets as of 12/29/85 were [REDACTED]
A's gross revenues as of 12/29/85 were [REDACTED]

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4. B's total assets as of 5/26/85 were [REDACTED]
B's gross revenues as of 5/26/85 were [REDACTED]

5. Pursuant to the terms of A's tender offer, the purchase price for 87% of B is [REDACTED]

According to our conversation, regardless of whether A acquires a 50% interest rather than a 100% interest in B, and regardless of the total dollar amount actually paid by A for the shares it purchases pursuant to the tender offer, (1) this transaction is reportable under the Act, and (2) the rule contained in 16 CFR § 802.20 does not provide an exemption for this transaction.

If the foregoing correctly sets forth the application of the Act to the facts presented above, please sign and return to me the enclosed copy of this letter. If not, please advise me of any misapplication of the Act.

Thank you for your assistance in this matter.

Very truly yours,

[REDACTED SIGNATURE]

The foregoing correctly sets forth the application of the Act to the facts presented above.

I concur with this letter except that we cannot sign and return a copy of your letter. J.S.

Premerger Notification Office

By _____

Title: _____

Date: _____

[REDACTED]
*called [REDACTED] 1:30 PM May 1, 1986.
The PMN staff concurs with your letter, except for exceptions noted.*

J.S.