

[REDACTED]

July 7, 2000

VIA FACSIMILE (202) 326-2624

Mr. Patrick Sharpe  
Federal Trade Commission  
Pre-Merger Notification Office  
Bureau of Competition, Room 303  
6<sup>th</sup> Street and Pennsylvania Avenue, N.W.  
Washington, D.C. 20580

Dear Mr. Sharpe:

I spoke with you yesterday seeking informal confirmation by the staff of the Pre-Merger Notification Office of my view that a proposed sale of all of the equity interests in my client ("Seller") does not require a "pre-merger" filing under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the "Act"). More specifically, we discussed whether Seller would be deemed a manufacturer for purposes of the Size-of-the-Parties Test under the Act.

I advised you that Seller is involved in the provision of in-home specialty pharmacy services. As part of the services, a nurse is sent to patients' homes prior to the initial delivery of the treatment (drugs or nutriment) to assist with infusion services and to educate patients regarding the prescribed treatments. The Seller purchases the drugs used in connection with the treatments from manufacturers, and, in some instances, mixes and/or dilutes them in order to prepare the appropriate solutions and doses to be injected (intravenously or subcutaneously) into each patient. Seller is paid on a per diem basis for the services it provides. These services require pharmacy licenses but not manufacturer's licenses.

The ultimate parent entity of Seller does not have \$10 million in assets. Additionally, because the activities described above do not meet the definition of "engaged in manufacturing" under the Act, we do not need to consider the sales of Seller for purposes of the Size-of-the-Parties Test and, for these reasons, the parties to this transaction will not need to make a filing under the Act.

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If the above does not accurately describe the facts as we discussed them or if my understanding is incorrect, please contact me at your earliest opportunity. You may reach me at [REDACTED]

Many thanks for your help.

Very truly yours,  
[REDACTED]

[REDACTED] called [REDACTED]  
7/10/00 - I concur

[REDACTED]