

802-20

December 4, 2000

VIA FACSIMILE

Michael Verne, Esq.
Federal Trade Commission
Premerger Notification Office
6th Street & Pennsylvania Avenue, NW
Washington, D. C. 20580

Re: Premerger Notification Act - Size of Transaction Determination

Dear Mr. Verne:

I am writing to confirm our conversation last week and to thank you for your assistance.

During our telephone conference, you answered my questions regarding the size of transaction test. Our client (excess net sales of \$100 million) is purchasing 100% of the voting securities of a manufacturing company (net sales of \$18 million). The purchase price for the securities is \$7 million. You confirmed that this transaction does not satisfy Section 7(A)(a)(3)(b).

Additionally, I indicated that the acquired party's assets are less than \$25 million, but that the net sales and assets combined exceed \$25 million. Again, you confirmed that the net sales and assets are not considered in the aggregate for purposes of Section 802.20(b). As a result, this transaction is exempt from the requirements of the Premerger Notification Act and no filing is required.

If the conclusions that I have described in this letter are not consistent with your understanding of the Act, please contact me at your earliest convenience.

Thank you again for your assistance in this matter.

Very truly yours,

Agree -

B. [Signature]
12/4/00