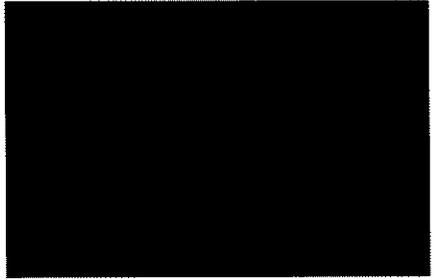


801.11



NO



April 4, 2006

VIA FEDERAL EXPRESS

Nancy M. Ovuka, Esq.
Staff Attorney
Premerger Notification Office
Bureau of Competition
Federal Trade Commission
6th Street and Pennsylvania Avenue, N.W.
Washington, DC 20580

2006 APR -5 AM 11:41

FEDERAL TRADE COMMISSION
PREMERGER NOTIFICATION

Re: American Securities Partners IV, L.P.

Dear Ms. Ovuka:

Thank you for taking my call last week. We are counsel for [REDACTED] (the "Fund"), a limited partnership formed under the laws of Delaware. The Fund was formed on [REDACTED] and has published unaudited financial statements for the year ended December 31, 2005 (a copy is attached for your convenience).

An affiliate of the Fund has recently executed a Stock Purchase Agreement dated April 2, 2006, whereby it is contemplated that the Fund will purchase 100% of the voting securities of [REDACTED]. The transaction has an enterprise value of approximately \$210 million. It is our understanding that the ultimate parent entity of [REDACTED] has total assets or revenue in excess of \$113.4 million.

It is our understanding pursuant to Rule 801.11(c)(2)¹ of the rules promulgated under the Hart-Scott Rodino Antitrust Improvements Act of 1976, as amended, that the total assets of a person shall be as stated on their last regularly prepared balance sheet. The Fund's balance sheet for the year ending December 31, 2005 indicates total assets of approximately \$9.4 million and annual revenue for calendar year 2005 of less than \$1 million. The Fund's next regularly prepared balance sheet will be published for the period ending March 31, 2006 and is

¹ 16 C.F.R. § 801.11(c)(2).



[REDACTED]

Nancy M. Ovuka, Esq.

April 4, 2006

anticipated to show total assets of less than \$11.3 million. The March 31, 2006 balance sheet will be the most recent balance sheet of the Fund prepared prior to the closing of the transaction.

The Fund's limited partners have agreed to fund a portion of their commitments to the Fund shortly before the closing of the [REDACTED] acquisition. The amount of capital that the Fund will receive, approximately \$95.5 million, will be used to purchase the equity of the Target and pay expenses of the transaction. The balance of the purchase price will come from a debt financing that an acquisition vehicle organized by the Fund will consummate.

It is our understanding of Rule 801.11(c) that although the Fund will receive additional capital as described above prior to closing of the transaction, the Fund's most recently prepared balance sheet in existence prior to the closing of the transaction is the balance sheet used in order to determine compliance with the size of the persons test.

The facts of our transaction indicate that a filing will not be required under the Act if the Fund's most regularly prepared balance sheet in existence prior to the closing will indicate the Fund does not meet the size of the persons test.

[REDACTED] and the undersigned may be contacting later this week to verify that the Premerger Notification Office agrees with the position stated herein.

Very truly yours,

[REDACTED]

cc:

[REDACTED]

agree
N. Ovuka

[REDACTED]

[REDACTED]