

April 26, 1983

Wayne Kaplan, Esq.
Staff Attorney
Premerger Notification Office
Bureau of Competition
Federal Trade Commission
Room 301
Washington, D.C. 20580

Re: Hart-Scott-Rodino ("HSR") Form;
Items 5, 7 and 9

Dear Wayne:

Confirming our telephone conversations of yesterday and today, you have advised me that it is the "working position" of the Federal Trade Commission's Pre-Merger Notification Office that, in the case of a reporting person whose financial statements for 1981 were not published until June 1982 (and whose financial statements for 1982 are not expected to be published until June 1983), 1981 U.S. dollar revenue data in response to Items 5(b)(ii), 5(b)(iii) and 5(c) of the HSR form may be utilized in connection with a filing to be made during the next several weeks and such data will be deemed a complete response for the purposes of Section 803.3 of the HSR Rules.

You have also advised me that, in the context of a joint venture, and for the purposes of responding to Item 7 of the HSR form, an acquiring person in a joint venture must examine the 4-digit SIC code industries of other acquiring persons involved in the formation of the joint venture, as well as the 4-digit SIC code industries in which the acquired person (i.e. the joint venture) plans to derive U.S. dollar revenues, to establish the 4-digit SIC code industries for which responses to Items 7(a)-(c)(v) may be necessary. However, for purposes of determining the 4-digit SIC code industries for which prior acquisition information may be

Wayne Kaplan, Esq.
April 26, 1983
Page Two

required by Item 9 of the HSR form, an acquiring person in a joint venture need only consider the 4-digit SIC code industries in which the acquired person (i.e. the joint venture) is expected to derive U.S. dollar revenues of \$1 million or more in the most recent year.

Please advise immediately if the foregoing does not correspond to the Government's views.

Thank you very much for your help in this matter.

7/27/83

letter

I call and inform
my that on the basis of the facts set
forth in the letter we have
determined that no filing will be
made by MBO on its behalf
of the ordinary course of
business operation since
it only has 1/4 worth of
assets and no producing
properties.



For L-
get other fact
relatives on stock
dividends.

- ^{invested} - 1 explanatory assignment -
net 0.5 on 1/3: ^{Prison} ^{under it} ^{understand} -
reducing

① Check 801.15 -

↓ Can break up deal into
3 types of properties

1. Explanatory exempt
2. Proven - under threat
3. Proven - clearly
real estate - ^{business}
course of business.

but Proven reserves are very
significant - will have
future impact

Research ^{It} ^{contributes}
conclusion ^{we give info on part}
did ^{we should continue - check}
^{what we consistently did}

we want
file
information
the firm → I should check.

Re [redacted]

See [redacted]

~~dated [redacted]
in [redacted] vicinity of
[redacted]~~

Letter to [redacted] dated [redacted]

- Codi - (witness may
not be reliable under 7(F)(1))

Letter from [redacted]
- Under 801.46 in [redacted]

attached letter taken from
802 - section of address [redacted]

Diets letters dated To From
8/27/78 - [redacted] [redacted] [redacted]
(state that response is made to conduct & being a
discriminative factor)

6/15/79 [redacted] From to [redacted]
file
(based on fact no complete impact since
80% of production is already controlled by K)

4/2/79 oil production issues From to file [redacted]
(based on particular facts not given)

4/20/83

[redacted] investigation
Call of [redacted]
& hold in Foreign person
w/o establishment has no
then S or 9 presence
U.S. - I.P. no establishment

[redacted] was concerned that
in [redacted] U.S. Services
I.I. S + P SIC codes
were listed as mfg codes
& should have been [redacted]
codes. - P

I told him to report facts
- i.e. they don't know how SIC
get into paid but set operations
that [redacted] + supply
info - it's best they are
right to be correct or
reluctantly

I'm any court give us
the necessary facts or we
may [redacted] what appears to be
a pattern to report

[REDACTED]
a party filing
under N.S.R.

Preliminary

something preliminary
to written signed K.

803.5

have we questioned issue
of 803.5 regard of
written K - Co. is
required to disclose

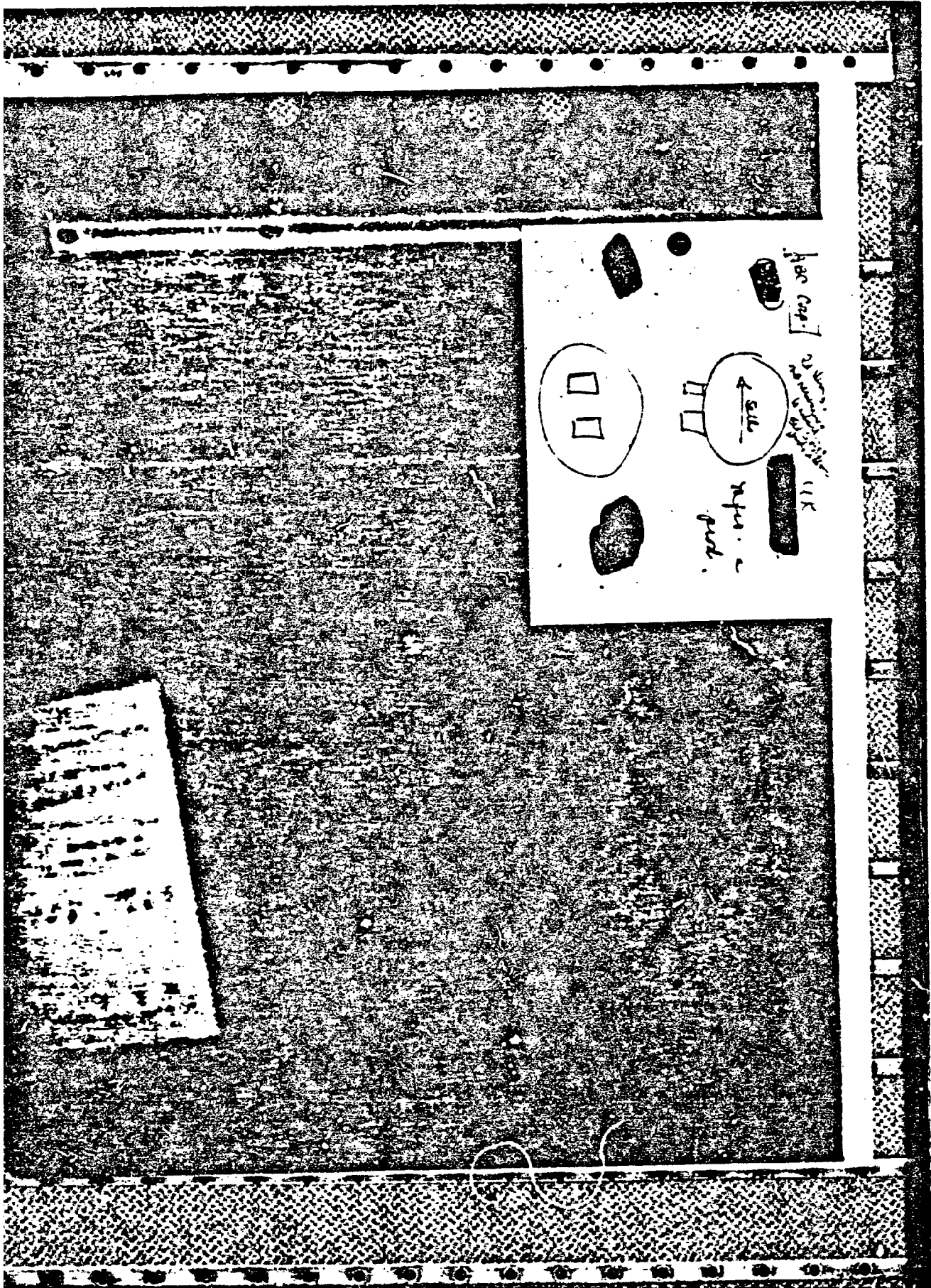
Q 14 - Oral agreement in
reality → principle

No filing proper

see
SDP
335 11

2 - issue is ^{regarding writing} effect is that
parties will be required
to make security law
disclosure - 8 K or 10 K
& may have to answer to
SAs as soon as K signed

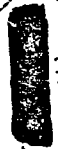
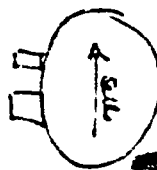
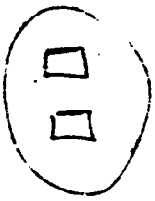
We never called back



Has Cap.

11K

refers to
part.



4/25/83

[Redacted]

w/ acctg firm

Unit is preparing purchase
in grocery business
will buy a chain of
grocery stores &
B has wholesale
purchasing unit
fee & then bills to stores.

Is this any revenue
generated by this -
there is a surcharge
but on other hand all is
consolidated

Initial reaction is its
not correct because its paid
up for just statement held.
225-104 of purchases
fees are costs each up in
consolidated statement

Way to do it & account it
& idly no revenue generated
such costs transferred to
store.

Had him to provide the 225-104
as revenue (not intermediate paper) & explain
in note that its included in consolidated
statement as net period only.



B Co will be ^{larger} accepted by A Co

B wants transaction secret

I advised him of security
report +
warned him about early
disclosure publication of tech

[Redacted]

Size of transaction
in assets

Is the less of gross assets or
net assets

includes accounts receivable

+ liabilities - Customer advances -
h. down payments

- Rent appear as net on balance
sheet

accrued vacation
sick leave

Costs value of assets

861.10

Seller has the Q
in a negotiated deal +
answer will affect
form of transaction

- may liquidate to get a balance
- let buyer value as net
will transfer liabilities

18 Nov 2012
14 Nov 2012
- as of 15th
or 14th

for
depreciation
purposes

861.16 - acq price will
reflect a net number

buyer will want
higher gross price
& will thin record
calculations

after consultation with S
& inform [redacted] that
the gross unit figures as
the way of transaction figures

after talking to [redacted] advised him to
861.11(c) say [redacted] 347F (via letter)
use to determine under 861.16 of assets
to be acquired.

[Redacted]

Wife's interest April 19, 1981 Waiting period lapsed

Induced to buy $\$1000$ of $\$100$ shares
& filed for $\$1000$ but $\$1000$ was not
received but $\$1000$ was not
in $\$1000$ to $\$1000$ $\$1000$
didn't buy anything.

but value due to market
fluctuation increased to $\$1000$
& amount due $\$1000$

Bank.

[Redacted]

Now wishes to buy

Company is it correct
buy $\$1000$ shares
to file for $\$1000$
this should again.

$\$1000$ requires that value
added w/o any $\$1000$ is not
within act & i. He must file
again for $\$1000$ $\$1000$

Just does in $\$1000$

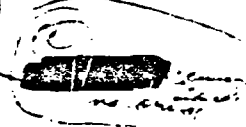
$\$1000$

5/1/53

[Redacted]

B -

(B)



Basis sets + all vectors in C to A

Implication 2 that there are 2 separate basis

A + seq of basis of B

A's seq of vectors of C -
with the same analysis
of separate pieces

A's basis set with

B's basis sets with +

C's to obtain of C