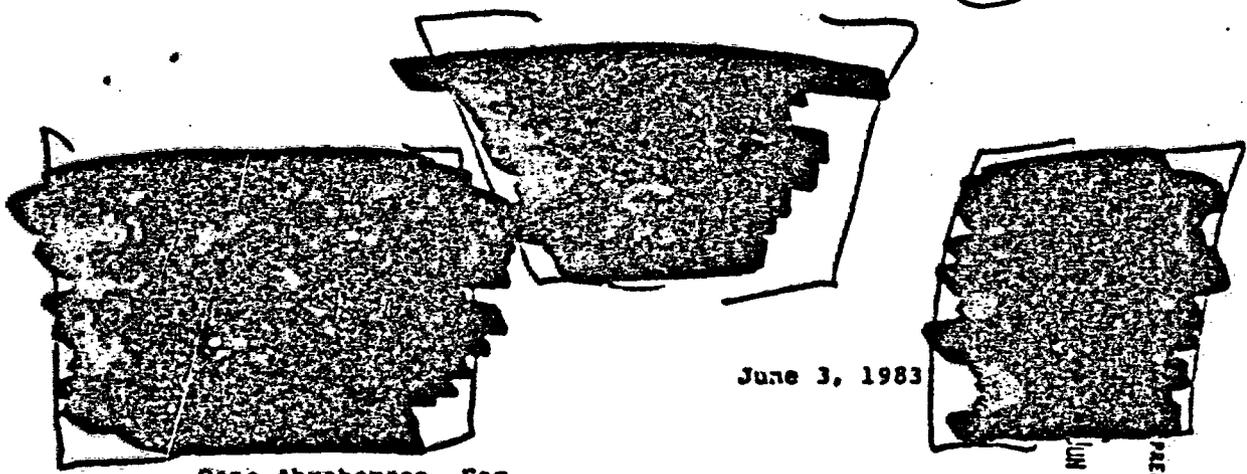


DA



June 3, 1983

Dana Abrahamsen, Esq.
Staff Attorney
Premerger Notification Office
Federal Trade Commission
7 Pennsylvania Avenue, N.W.
Room 301
Washington, D.C. 20580

FEDERAL TRADE
COMMISSION
PREMERGER NOTIFICATION
OFFICE
JUN 6 12 05 PM '83

Dear Mr. Abrahamsen:

As I told you I would do on the telephone today, I am writing to confirm the advice you have given me recently with respect to the treatment of triangular mergers, particularly those in leveraged buyout transactions, for Hart-Scott-Rodino filing purposes. As a result of our conversations, it is my understanding that the staff prefers to review such mergers as acquisitions of securities since that most closely describes what actually occurs. As a result, the parties filing Notification and Report Forms with respect to such transactions may characterize the transaction as an acquisition of securities and do not need to report as both acquiring and acquired companies.

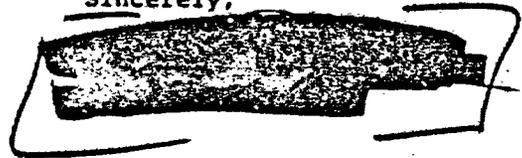
During our conversations, you directed me for guidance to proposed changes to Rule 801.2(d) (published in the Federal Register in July, 1981) as embodying the staff's current view of the proper treatment of such transactions. Having reviewed the proposed changes and discussed them with you, it is also my understanding that, under example 1 to the proposed 801.2(d), in a leveraged buyout the result would not change if the company surviving the merger of the acquiring company's subsidiary and the acquired company would be the acquired company rather than the subsidiary as it is in the example.

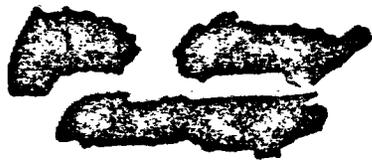
Dana Abrahamsen, Esq.
June 3, 1983
Page Two

I would appreciate it if you would call or write as soon as it is convenient to confirm that my understanding of your advice is correct. Thank you very much for your help.

Best regards.

Sincerely,

A small, dark, rectangular redacted area, likely covering a name or title.A large, dark, rectangular redacted area, likely covering a name or title, with a hand-drawn box around it.



3021
To the Hon. Secy of the Interior
Washington D.C.

Dear Sir:
I have the honor to acknowledge
the receipt of your letter of
the 10th inst. regarding
the matter of the
- in connection with the
- of the

6/3/63

[Redacted]

Government entity selling
or buying

Referred to 801.1(a) F1
SBOP #33458

Query - acquisition of
some assets of [Redacted] but private
Co - to test advised
- see 801.1(a)(2)

I checked w/ Andy + Lane -
The fact [Redacted] may be an entity
(controlled by govt's and not an entity) +
then may have to file.
We don't know enough - we
would have to advise on specific
facts

[Redacted]

6/6/53

802.21

ASE linked to - very close
another ca linked up 15/5/53 -
reported

affiliated to [unclear] under
802.21 [unclear]