

August 24, 1983

FEDERAL EXPRESS

Mr. Dana Abrahamsen
Federal Trade Commission
Office of Pre-Merger Notification
7th & Pennsylvania Avenue NW
Washington, D.C. 20580

Dear Dana:

This will confirm our telephone conversation of today concerning whether a filing under Hart-Scott-Rodino would be required under a specified set of facts. The facts, as described to you, were as follows:

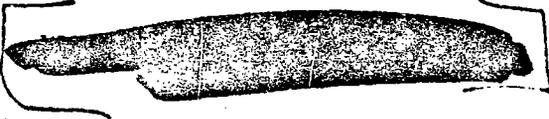
1. A shell corporation ("Acquisition Corp.") has been formed with a view to making an acquisition and subsequent merger. Acquisition Corp. has assets of less than \$10,000,000. An individual with less than \$10,000,000 in assets owns 75% of the common stock of Acquisition Corp. A corporation with more than \$100,000,000 in assets owns the remaining 25% of Acquisition Corp.'s common stock.

2. Using borrowed funds in excess of \$100,000,000, Acquisition Corp. proposes to acquire the stock of an operating company ("Target Corp."). Acquisition Corp. will merge downstream into Target Corp. upon consummation of the acquisition.

Based on the foregoing set of facts, you agreed that no filing would be required under Hart-Scott-Rodino, either in respect of the formation of Acquisition Corp. or its subsequent merger into Target Corp.

Since our discussion, we have learned that the 75% owner of Acquisition Corp. has transferred ownership of 22% of the stock of Acquisition Corp. to one individual and 10% of such stock to another individual. One or both of

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these individuals may have assets in excess of \$10,000,000. It is our reading of the Act and the Rules thereunder that no filing will be required due to this change in ownership.

We hope that you are still able to confirm our interpretation to us by telephone, as we discussed today.

Very truly yours,

