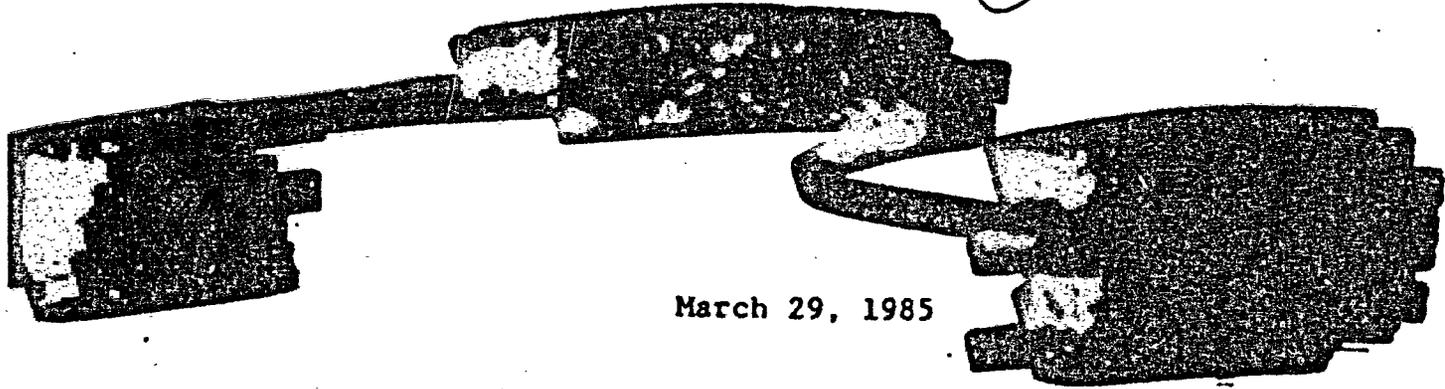


(15)



March 29, 1985

Mr. Patrick Sharpe, Esq.
Premerger Notification Office
Federal Trade Commission
6th and Pennsylvania Avenues, N.W.
Washington, D.C. 20580

Dear Mr. Sharpe:

This letter will confirm our telephone conference this date wherein I reviewed with you the nature of a transaction with which I am involved wherein the stock of an ICC motor carrier (owned by two individuals on an 85/15 percent basis) will be sold to a non-carrier holding company, formed for the purpose of acquiring the stock. The transaction is not subject to the jurisdiction of the Interstate Commerce Commission. Therefore, the issue as to whether the provisions of 15 U.S.C. §18a apply to the sale has been raised.

In discussing the transaction, I indicated to you that neither one of the two selling shareholders of the motor carrier company own, individually or collectively, \$100,000,000 in assets, nor does the company itself have sales in that amount. Likewise, the acquiring company, including its shareholders, do not individually or jointly own total assets, nor does the acquiring entity have sales of, \$100,000,000. Under such circumstances, you indicated that the provisions of the Hart-Scott-Rodino Premerger Notification Act would not apply and, therefore, no filing is necessary. This letter will confirm the advice and opinion given to me.

Thank you for your cooperation and assistance in this matter.

Very truly yours,



*noted by
WEK
3/27/87*

This material may be subject to the confidentiality provision of Section 7A (h) of the Clayton Act which restricts release under the Freedom of Information Act

