



September 5, 1985

Premerger Notification Office
Bureau of Competition, Room 301
Federal Trade Commission
Washington, D.C. 20580

Attention: Adde Williams

Dear Ms. Williams:

In connection with our telephone conversation today I am requesting advice as to whether it is necessary to file one Notification and Report Form under the Hart-Scott-Rodino Act or two, in connection with the acquisition described below.

Pursuant to the terms of a merger agreement between corporation A, corporation B, a wholly owned subsidiary of corporation A, corporation C, a wholly owned subsidiary of B, and corporation F and several individuals who own approximately 75% of the stock of F (which is a privately held corporation), C will be merged into F and F will be the surviving corporation. Each share of capital stock of C will be automatically converted into 100 shares of capital stock of F. The shares of capital stock of F will be converted into the right to receive from A a total amount in cash of approximately \$40 million.

Immediately following the merger, A will either: (i) transfer to F all of the outstanding capital stock of corporation B, a wholly owned subsidiary of corporation D, a wholly owned subsidiary of A; or (ii) cause E to be merged with and into F or a wholly owned subsidiary of F. There will be no separate consideration for this merger.

If this constitutes one transaction under the rules for which the filing of only one Notification and Report Form is necessary, it is my understanding that both A and F would be both

acquiring and acquired persons, and that the person filing the Notification and Report Form must provide information separately as an acquiring person and as an acquired person.

Very truly yours,

[Redacted signature]

[Redacted text]



Returned call on 9/13/85
and informed Mr. [Redacted]
of staff's opinion that transition
described is requires ^{one} filing
for A acquiring F.
D or E into F is intra person and
except under § 800.30.
Asked regarding shareholder
owning 75% of pth. and
no one individual owned
50% or more.

A.W.