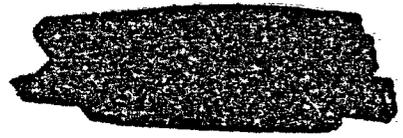
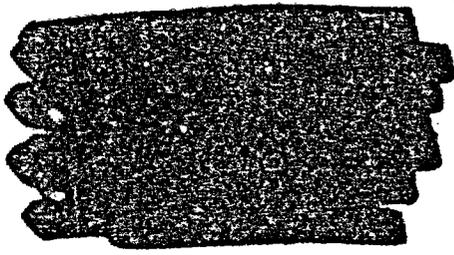


DA

File



September 5, 1985

Mr. Dana Abrahamson
Federal Trade Commission
Sixth Street & Pennsylvania
Avenue Northwest
Washington, D.C. 20580

Dear Mr. Abrahamson:

This letter is written to confirm our August 29, 1985 telephone conversation concerning instructions for preparing a Premerger Notification Report, to be filed in the near future.

Our client is the ultimate parent entity of a corporation formed a few months ago. In the spring of this year, the newly-formed corporation (the "Subsidiary") acquired substantially all of the assets of an operating division of another corporation, and is carrying on its business. Our client now proposes to purchase, through one or more separate and to-be-formed corporations, a business (the "Target"), the assets of which are "held" by another ultimate parent entity. The Target is engaged in the same lines of commerce as the Subsidiary.

You have confirmed the following reading of Section 5 and 7 instructions for the Premerger Notification Report:

1. Because the Subsidiary merely acquired assets of an operating division, it did not acquire an "entity" within the meaning of the general instructions of Section 5. Therefore our client need not report 1977 revenues of the business which the Subsidiary acquired.
2. Items 5b(i) and (ii) seek revenues for "the most recent year," i.e., the year ended December 31, 1984, not the Subsidiary's 1985 revenues.
3. Item 7 seeks information concerning overlapping revenue receipts only during "the most recent year." Since the Subsidiary did not begin receiving revenues in the same SIC codes as the Target until after "the most recent year" ended, we need not respond to this item.

Need info on 5b(i)



[REDACTED]

Mr. Dana Abrahamson
September 5, 1985
Page Two

If I have misunderstood the instructions or our conversation,
please call me promptly.

Yours truly,

[REDACTED]

[REDACTED]

upon later review, ^{an} acquisition of substantially
all of the assets of an entity would require that
the entity be included within the person so that
the base open data for that later acquired entity
should be provided for that person.
WEK 3/18/87