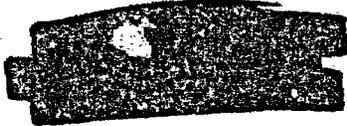
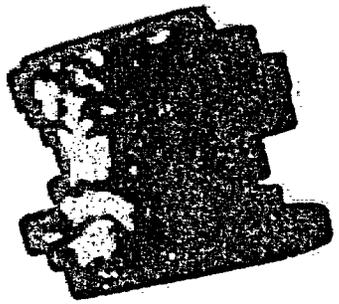


File



September 10, 1985

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

INDUSTRY OFFICE

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BY HAND

Mr. Andrew Scanlon
Premerger Notification Specialist
Federal Trade Commission
Room 309
6th Street & Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Dear Mr. Scanlon:

This letter will confirm our understanding of your interpretation, given in a telephone conversation with us yesterday, of the application of the Hart-Scott-Rodino premerger notification rules and procedures to certain transactions contemplated by our client.

Our client (corporation A) contemplates forming a subsidiary (corporation B), contributing cash and/or notes to B, and receiving 100% of the voting securities of B. Immediately thereafter, B will purchase from A certain of A's manufacturing plants. Closely following these transactions, an unrelated corporation C will purchase 60% of the voting securities of B from A. Within three years of this initial purchase of securities by C, C will purchase the remaining 40% of B's voting securities from A. A will be represented on the board of directors of B during the three-year period, and contemplates purchasing manufactured products from B.

You have advised us that for purposes of filing premerger notification, this arrangement is simply an acquisition of voting securities, and is not reportable as an acquisition of assets or as a joint venture. A is only an acquired person, C is only an acquiring person, and B is not a reportable entity. For this reason, A need only

[REDACTED]

Mr. Andrew Scanlon
September 9, 1985
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complete items 5 through 9 of the premerger notification form as they relate to B, the issuer of the voting securities to be acquired.

If our understanding of this conversation is in error, please call [REDACTED] immediately.

Sincerely,

[REDACTED]

*Sincerely,
A. Scanlon
9/10/85*

[REDACTED]