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July 11, 1986

Wayne Kaplan, Esquire  
Federal Trade Commission  
Pre-Merger Notification Office  
Bureau of Competition  
Room 301  
Pennsylvania Ave. and Sixth St., N.W.  
Washington, D.C. 20580

RE: Hart-Scott-Rodino Filing Requirements

Dear Mr. Kaplan:

I am sending you this letter as a follow-up to our recent conversation with regard to the applicability of the Hart-Scott-Rodino filing requirements to a contemplated transaction in which the acquired person, a U.S. corporation, proposes to sell all its United States assets to a foreign acquiring person for less than \$15 million. At the same time, the acquired person will also sell to the acquiring person all its foreign subsidiaries or assets which are exempt under Section 802.51 of the Hart-Scott-Rodino regulations. (None of the foreign subsidiaries or foreign assets involved in this sale sell any goods or products into the United States.) The acquired person's U.S. annual sales and assets are each less than \$15 million. Its worldwide annual sales exceed \$25,000,000 (U.S. sales and assets of less than \$15 million plus the foreign assets and subsidiaries which are being sold to the acquiring person).

As I understand it, assuming the accuracy of these facts, the proposed sale of assets by the acquired person will not meet the notification threshold established by the Federal Trade Commission under the Hart-Scott-Rodino filing requirements. If I am incorrect in this assumption, could you please let me know immediately.

Very truly yours,

[Redacted Signature]

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this is the Section which is exempt under the Freedom of Information Act

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