

PS



September 16, 1986

VIA FEDERAL EXPRESS

Patrick Sharpe, Compliance Specialist  
Premerger Notification Office  
Bureau of Competition  
Federal Trade Commission  
6th Street and Pennsylvania Avenue, N.W.  
Washington, D.C. 20580

RECEIVED  
SEP 17 11 10 AM '86  
PRE-MERGER  
NOTIFICATION  
OFFICE

Dear Mr Sharpe: 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

This is in follow up of my letter of August 27, 1986 and your telephone call of September 16, 1986.

Based upon my prior conversation with your office and the fact there had been no reply to my August 27, 1986 letter, the parties have been proceeding to consummate the transaction with haste. In fact, the Seller perceives a particular urgency inasmuch as it's losing money every day it stays in business.

On your advice of yesterday that the Commission's staff concluded the amount of receivables guaranteed should be included in the purchase price, an unwanted delay of the closing by premerger notification was interjected. So the Seller has relinquished the guarantee of receivables. [redacted] will merely serve as conduit through which the receivables pass as described in my prior letter. [redacted] neither guarantees receivables nor will it be buying any uncollectible receivables. To effect an orderly transition and wind up loose ends, Seller's officers have been afforded use of office, administrative and computer support for 120 days after closing. So they will be on hand to supervise and participate in collection as the bulk of their receivables come due and payment is received. In fact they, rather than [redacted], may carry their checks from customers to their bank.

That reduces the purchase price below the minimum established by Commission regulation. So neither party shall be filing premerger notification.

Very truly yours,

[Redacted signature]

[Redacted text]

cc:

[Redacted list of recipients]

OK.

I concur  
called

[Redacted text]

~~9-17-86~~

9-17-86

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PSE MERGERS  
NOTIFICATION  
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