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November 7, 1986

Premerger Notification Office
Room 303
Federal Trade Commission
Washington, D.C. 20580

and

Director of Operations
Antitrust Division, Room 3214
Department of Justice
Washington, D.C. 20530

Dear Sirs:

Request is hereby made for your concurrence in my opinion that the transaction described below would be exempt pursuant to the provisions of Section 302.30 (Intra-person Transactions) of the Rules of the Federal Trade Commission promulgated under Section 201 of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, 15 U.S.C. Section 18a (the "Act").

Corporation A proposes to acquire all of the issued and outstanding shares of the voting stock of Corporation B.

Corporation A is principally engaged in the retail marketing of ~~_____~~ products.

Corporation B is also principally engaged in the retail marketing of ~~_____~~ products but in a geographic area substantially different from that in which Corporation A operates.

All of the issued and outstanding voting securities of Corporation A are owned and held by stockholders W, X, Y and Z and S, the spouse of Z.

All of the issued and outstanding shares of the voting securities of Corporation B are owned by W, X, Y and Z.

W, X, Y and Z own and hold 90 percent of the voting

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securities of Corporation A and Z's spouse owns and holds 10 percent thereof.

W, X, Y and Z own and hold 100 percent of the voting securities of Corporation B.

Corporation A and Corporation B are, thus, sister corporations under common control.

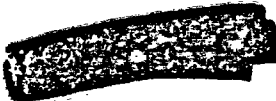
After the acquisition of the voting securities of Corporation B by Corporation A, W, X, Y and Z and Z's spouse will continue to hold 100 percent of the voting securities of Corporation A and, indirectly, 100 percent of the voting securities of Corporation B which will then be a wholly owned subsidiary of Corporation A.

Both Corporation A and Corporation B would, each respectively, meet the threshold requirements of an acquiring and acquired person subject to the Prenotification Requirements of the Act unless the exemption provided for in Section 802.30 applies.

The question presented is whether the transaction described above is an acquisition in which, by reason of the holdings of the voting securities of Corporations A and B, as described above, the acquiring and acquired persons are (or as a result of the formation of a wholly owned entity will be) the same person.

It is my opinion that they are and it is requested that the Commission staff render an interpretation of the obligations of the party under the Act and Rules concurring therein.

Very truly yours,



Incorrect. Persons are A acquiring B + 802.30 inapplicable despite comparable shareholdings

Wayne Kaplan

*11/12/86
Notified writer on 11/13/86*