

[REDACTED]

[REDACTED]

[REDACTED]

January 8, 1987

[REDACTED]

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Section 7A of the Clayton Act
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Freedom of Information Act

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BY HAND

Linda A. Heban, Esquire
Federal Trade Commission
Bureau of Competition
Pre-merger Notification Office
6th and Pennsylvania Avenue, N.W., Room 303
Washington, D.C. 20580

Re: Interco, Incorporated Acquisition of The Lane Company, Incorporated

Dear Ms. Heban:

This is to confirm the advice you rendered in our telephone conversation of yesterday and our prior conversation of December 19, 1986. In those conversations, I raised the following question.

On [REDACTED] filed a Hart-Scott-Rodino Pre-merger Notification Form with the Department of Justice Antitrust Division and Federal Trade Commission advising those agencies of its intention to make a cash tender offer for [REDACTED]. The time within which Interco was precluded from making that acquisition (fifteen days) passed with neither the Antitrust Division nor the Federal Trade Commission seeking additional information or otherwise to extend the waiting period or prevent the acquisition. Subsequently, and as reported in [REDACTED], [REDACTED] agreed to be acquired by [REDACTED] and the parties have negotiated an acquisition agreement.

I asked whether, under these circumstances, a second Hart-Scott-Rodino Pre-merger Notification Form must be filed and whether the parties would be prevented from consummating the acquisition transaction during a second thirty-day waiting period that would presumably commence with the filing of the second Hart-Scott-Rodino Form.

Linda A. Heban, Esquire
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[Redacted]

You advised that as long as the reported tender offer was for fifty percent or more, or control of the company to be acquired, a second Hart-Scott-Rodino filing need not be made upon the reformation of that tender offer into an acquisition agreement between the same parties. Correspondingly, there is no additional waiting period; and, as far as Hart-Scott-Rodino reporting and waiting requirements are concerned, the acquisition by agreement rather than tender offer could take place on any date that suits the interests of the parties. You further advised that the Pre-merger Office prefers, but does not require, that a letter be sent to the Antitrust Division and the FTC reporting that the transaction has been reformed from a cash tender offer into an acquisition agreement. However, you confirmed that since this is not a requirement, there is no penalty for not making such a voluntary notification.

Please call me at your earliest convenience to confirm that this letter correctly describes the questions I presented and the advice you rendered. Thank you very much.

Sincerely,

[Redacted signature]

[Redacted]

1/8/87

Okay

FEDERAL TRADE COMMISSION
TRANSMITTAL SLIP

TO:

John

For:

- Approval.
- Signature.
- Recommendation.
- Remark.
- Information.
- To check.
- Previous papers.
- File.
- Prepare reply.
- See me.
- Necessary action.
- Note and return.
- For analysis.

FROM:

Wayne

Date

1/8/87.

REMARKS:

although the letter is not complete, I believe it is correct since the two hospitals will remain as separate entities as far as beneficial ownership is concerned.

The "member" in this case does not have the real control as in the usual case. Please let me know if you agree.
Thanks