



February 12, 1987

BY FEDERAL EXPRESS

Victor Cohen, Esq.
Room 308
Premerger Notification Office
Bureau of Competition
Federal Trade Commission
Washington, D.C. 20580

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OFFICE OF THE ATTORNEY GENERAL

Re: [Redacted]

Dear Mr. Cohen:

We are the attorneys for [Redacted]. This letter will confirm my telephone conversation of yesterday morning with you regarding a sale of assets by an indirectly wholly-owned subsidiary [Redacted].

[Redacted] Seller is about to enter into a contract with [Redacted] ("Buyer") pursuant to which Seller will be selling to Buyer those assets of Seller used for the packaging of soft drinks and the distribution and sale thereof in the states of Connecticut, Massachusetts, New Hampshire and Rhode Island. Such assets were valued by Seller in Seller's most recent balance sheet (that of September 30, 1986) at \$16,311,000. Pursuant to the terms of the contract, Buyer is to acquire such assets for total consideration of \$13,480,000 by paying Seller the sum of \$7,635,000 in cash and assuming \$5,845,000 in liabilities, subject to certain adjustments as set forth in the contract. We anticipate that after giving effect to such adjustments, the value of all assets being sold, as measured by the sum of the cash being paid by Buyer to Seller and the liabilities of Seller being assumed by Buyer, will continue to be less than \$15,000,000. Accordingly, we understand that pursuant to Section 802.20(a) of the Rules under the Hart-Scott-Rodino Antitrust Improvements

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[REDACTED]

Victor Cohen, Esq.
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Act of 1976, 16 C.F.R. §802.20(a), this transaction is exempt from the reporting and the waiting period requirements of the Act and the Rules.

For purposes of this letter, it may be assumed that the transaction is otherwise subject to the requirements of the Act and the Rules in that the commerce and size-of-the-parties tests are met.

Please notify me immediately if you believe that the transaction as described in this letter is not exempt from the reporting and waiting period requirements of the Act and the Rules.

Very truly yours,

[REDACTED]

Continued 1-13-87

Exempt re next page of

transaction by

[REDACTED]