



February 19, 1987

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NOTICE
OFFICE

Patrick Sharpe, Esquire
Premerger Notification Office
Room 301
Federal Trade Commission
Washington, DC 20560

Dear Mr. Sharpe:

This is to confirm our telephone conversation concerning the non-reportability of the following transaction.

The shareholders of Corporation X, formed in December of 1986 to acquire the stock of another corporation, hold voting securities of Corporation X in the following percentages: individual A has 43.2% of the voting securities, individuals B and C each have 25.5% of the voting securities and the remaining 5.8% of voting shares are held by a small number of other individuals. Individual A also owns 98% of the voting securities of Corporation Y. Corporation X and Corporation Y engage in unrelated businesses. Corporation X would like to purchase all of the voting securities currently held by individuals B and C, with the result that shareholder A will after the acquisition have control of corporation X. You have informed me that the acquisition of the voting securities held by individuals B and C by corporation X is an exempt transaction under Section 802.30 of the premerger notification regulations and is therefore not subject to the notification and waiting period requirements.

If the foregoing does not accurately represent our conversation, I would appreciate your contacting me promptly, as there is some urgency in the transaction.

Sincerely,



called

2-24-87
I concur with this
Patrick 2-24-87

qualified upon
late review on
the basis that
A did not
exercise and
direct X's
from 80%
of A did
actively
purchase pattern
over 50% of X's shares,
[unclear]

This material may be subject to the confidentiality provisions of Section 7A (2) of the Clayton Act which restricts release under the Freedom of Information Act

