

[REDACTED]

July 8, 1988

[REDACTED]

BY HAND

Mr. Wayne Kaplan
Premerger Notification Office
Bureau of Competition, Room 301
Federal Trade Commission
Washington, D.C. 20580

Re: Hart-Scott-Rodino

Dear Mr. Kaplan:

This will confirm our telephone discussion of yesterday, Thursday, July 7, 1988, and your advice to me that no filing would be required under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the "Act") or the regulations thereunder based on the following facts.

Companies A, B and C, all unrelated foreign companies, will acquire in the aggregate 50% of the stock of four U.S. companies (the "Subsidiaries"). The Subsidiaries are 100% owned by D, a U.S. company. The aggregate purchase price for the 50% of the securities of the Subsidiaries, which will be held and paid for in equal proportions among A, B and C, is \$24,000,000. Based upon the foregoing, it was your conclusion that the acquisition of the stock of the Subsidiaries by A, B and C would not be a reportable transaction.

The second part of this transaction concerns the formation of a new company by the same companies mentioned above. A, B and C will contribute their collective 50% of the stock of the Subsidiaries to a new company to be formed () and D will likewise contribute its 50% of the stock of the Subsidiaries to (). In exchange for their respective contributions of securities in the Subsidiaries to () each of A, B, C and D will receive a proportional number of voting securities in ().

[REDACTED]
Mr. Wayne Kaplan
July 8, 1988
Page 2

i.e., 16 2/3% for each of A, B and C and 50% for D. A, B, C and D will be parties to some type of agreement pursuant to which A, B and C will have the power, acting jointly, to elect one half of the members of the board of directors of [REDACTED]. Your advice to me concerning the foregoing was that the formation of [REDACTED] would not be a reportable transaction by A, B, C or D.

I would like to thank you for your assistance in our analysis of the foregoing. We will rely on your advice unless we hear from you to the contrary within the next two weeks.

If you have any questions regarding any of the foregoing, please do not hesitate to call me at [REDACTED]

Very truly yours,
[REDACTED]
[REDACTED]
[REDACTED]

O.K.

W E Kaplan

7/18/88