

\$502.20

AS

[REDACTED]

[REDACTED]

[REDACTED]

October 24, 1988

HAND DELIVERY

John M. Sipple, Jr., Esquire
Senior Attorney
Pre-Merger Notification Office
Federal Trade Commission
Building H-301
6th & Pennsylvania Avenue, N.W.
Washington, D.C. 20580

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PRE-MERGER
NOTIFICATION
OFFICE

Dear John:

I request the advice of the Pre-Merger Notification Office on the following factual situation:

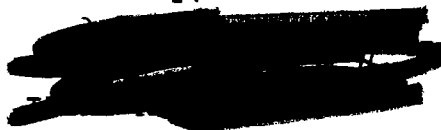
Companies A, B, and C all participate in the same general business. Company A desires to sell 100% of its assets for a total cash purchase price of \$29 million. Company B is willing to purchase approximately 50% of the assets for a cash purchase price of approximately \$14.5 million and Company C is willing to purchase the remaining assets for a cash purchase price of approximately \$14.5 million. Company A only will sell a portion of its assets to one of these companies if the consummation of that transaction is contingent upon the purchase of the remainder of the assets by the other company. Company B and C are unrelated companies, with no direct or indirect common ownership of stock or assets. After the transaction, Company B and Company C will continue to operate totally independent and unaffiliated businesses.

John M. Sipple, Jr., Esquire
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Even assuming that the size of persons test is met here, we understand in the course of conversations with Mr. Jeffrey Kaplan that these transactions would not be subject to the reporting requirements of the Hart-Scott-Rodino Antitrust Improvement Act of 1976 because each acquisition would be regarded as separate and neither would satisfy the size of transaction test. If this advice is not correct, please let us know.

Thank you for your assistance.

Sincerely,



cc: Jeffrey Kaplan, Esquire

after review by the ~~1030~~ PMN office
it appears that no H-S-R filing is
required. W. Kaplan 11/03/88