

the confidential in the second of Section 7A (r) of the Charless Act which restricts release under the Freed on of Information Act Premerger Notification Office

Bureau of Competition Federal Trade Commission Washington, D.C. 20580

Dear Mr. Smith:

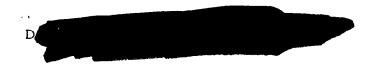
Mr. Richard Smith

As a follow-up to our telephone conversation of October 27, 1988, I would like to request a written confirmation regarding the necessity of filing premerger notification documents with your office as required by the Hart-Scott-Rodino Antitrust Improvements Act.

The first is The deal consists of two separate transactions. well below any threshold: the purchase of two three individuals for \$3 million dollars. The second is a bit more complex, but according to our conversation, also will not require premerger notification filing. A new corporation. organized for this acquisition, will purchase two for \$22 million dollars. The purchasing corporation Will receive 100% of the stock of the two and will have no assets prior to that acquisition. There will be three shareholders, each owning one-third of the shares. These individuals are also shareholders in other sister corporations , but no individual has a controlling owning \ There is no parent entity involved in this interest.

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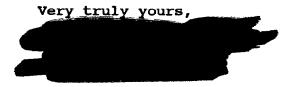
transaction.



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For your convenience, I have provided a line below for your signature, acknowledging that there is no need to file the premerger documents to be in compliance with Hart-Scott-Rodino.

Thank you for your attention to this matter.



The above-mentioned transaction does not meet the requirements as set forth in 15 U.S.C. §18a, and thus, it is not necessary to file premerger documents as required under the Hart-Scott-Rodino Antitrust Improvements Act.

Richard Smith Compliance Division Premerger Notification Office

Date

11/4 called advised that no blug in required