

[REDACTED]

[REDACTED]

November 1, 1988 subject to
this material was provided of
the confidentiality provisions of
Section 7A (h) of the Sherman Act
which restricts release under the
Freedom of Information Act

Mr. Richard Smith
Premerger Notification Office
Bureau of Competition
Federal Trade Commission
Washington, D.C. 20580

RECEIVED
NOV 4 11 37 AM '88
PREMERGER
NOTIFICATION
OFFICE

Dear Mr. 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 deal consists of two separate transactions. The first is well below any threshold: the purchase of two [REDACTED] by 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 [REDACTED] for \$22 million dollars. The purchasing corporation will receive 100% of the stock of the two [REDACTED] 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 owning [REDACTED], but no individual has a controlling interest. There is no parent entity involved in this transaction.

Comp is its own OPE -

*801.11(e)
Advance?*

D

November 1, 1988
Page 2

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.

Very truly yours,

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 [redacted]
[redacted] and advised
that no filing is
required