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Recd

[REDACTED]

[REDACTED]

[REDACTED]

May 10, 1989

via Federal Express

Richard Smith, Esq.  
Pre Merger Notification Office  
Federal Trade Commission - Room 301  
Washington, D.C. 20580

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Dear Mr. Smith:

This letter will confirm the telephone discussion yesterday among you, me and my partner [REDACTED]

We inquired concerning the interpretation of § 801.10(c)(2) of the Hart-Scott-Rodino regulations concerning the definition of "acquisition price." Our interpretation was that a finder's fee paid by the purchaser to a third party not affiliated with, or agent of, the seller would not be consideration "for such . . . assets to be acquired," but rather would be consideration for services rendered and, therefore, would not be part of the acquisition price for purpose of § 801.10(c)(2). You stated that to your knowledge the Commission's staff had not been asked this question before, and that you agreed with the above interpretation.

See  
Pg 167  
A11111  
FOB-6

Please be good enough to write to me if you consider that the foregoing does not accurately reflect our conversation or if the Commission or the staff disagrees with this interpretation of the regulation's definition. Please note that on May 19, our firm

Richard Smith, Esq.

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will be moving [REDACTED]  
[REDACTED]

Thank you for your cooperation.

[REDACTED]

cc: [REDACTED]

I concur with this.  
P.S. see "old" Axian  
Fogg pg. 167  
called Mr. [REDACTED]  
5-12-89

[REDACTED]