

*[Handwritten initials]*

801.21

Debt Securities are not assets

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

ALL MATERIAL MAY BE SUBJECT TO THE CONFIDENTIALITY PROVISIONS OF SECTION 6(e), 1934 Clayton Act, 15 U.S.C. § 77e, AND SECTION 7(d), 1934 Clayton Act, 15 U.S.C. § 77d.

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FEDERAL TRADE COMMISSION  
PREMERGER NOTIFICATION OFFICE

William Schechter, Esq.  
Staff Attorney  
Premerger Notification Office  
Bureau of Competition  
Federal Trade Commission  
6 Pennsylvania Avenue, N.W.  
Room 303  
Washington, DC 20580

Re: Premerger Notification Requirements under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "Act")

Dear Mr. Schechter:

On behalf of [REDACTED] and [REDACTED] doing business as [REDACTED], we are writing to request confirmation that a proposed reorganization whereby [REDACTED] will acquire all of the assets and assume all of the liabilities, if any, of [REDACTED] is exempt from the premerger notification requirements under the Act. The shareholders of [REDACTED] are being asked to vote on the proposed Agreement and Plan of Reorganization and Liquidation (the "Plan"). If the Plan is approved by [REDACTED] shareholders, each shareholder will be issued a number of shares of [REDACTED] equal to the value of the shares of [REDACTED] held by that shareholder.

[REDACTED] is acquiring assets consisting of cash and portfolio securities of [REDACTED] (consisting of non-voting debt securities of various issuers) in exchange for voting securities of [REDACTED] which are immediately distributed to the shareholders of [REDACTED]. On its face, this transaction would not trigger the premerger notification requirements of the Act because the cash and portfolio securities are not considered "assets" as that term is defined in 16 C.F.R. § 801.21, for purposes of the "Size of Transaction" test of § 7A(a)(3) of the Clayton Act, 15 U.S.C. § 18a(a)(3). Thus, since [REDACTED]

[REDACTED]  
William Schechter, Esq.  
June 9, 1992  
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assets consist solely of cash and portfolio securities, the transaction will not result in [REDACTED] holding more than \$15 million worth of "assets" of [REDACTED] in addition, since both [REDACTED] and [REDACTED] hold primarily non-voting portfolio securities, the acquisition of [REDACTED] portfolio securities will not result in [REDACTED] holding in excess of 15% and \$25 million worth of another issuer's voting securities.

Copies of the Registration Statement on Form N-14 filed by [REDACTED] with the Securities and Exchange Commission on [REDACTED] and definitive copies of the Prospectus/Proxy Statement contained therein, are enclosed for your information.

Please call the undersigned at the telephone number provided above with any questions concerning this matter.

Sincerely  
[REDACTED]

[REDACTED]  
Enclosures

cc: [REDACTED]