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VIA FEDERAL EXPRESS

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Federal Trade Commission  
Premerger Notification Office  
Bureau of Competition  
Room 303  
Federal Trade Commission  
Sixth Street and Pennsylvania Avenue N.W.  
Washington, D.C. 20580

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FEDERAL TRADE  
COMMISSION  
PREMERGER NOTIFICATION  
OFFICE

Dear Mr. Rubenstein:

I am writing to confirm our discussion of this morning. I had asked your advice concerning the application of the requirement to make a notice filing pursuant to the Hart-Scott-Rodino Antitrust Improvements Act, as amended (the "Act"), and the rules promulgated thereunder (the "Rules") to a particular transaction.

The circumstances which I described to you were as follows:

- Existing company "A", whose total assets and annual net sales exceed \$100 million, proposes to sell all of the issued and outstanding voting securities of its wholly-owned subsidiary "B" to "C" for \$34.5 million. "C" is a newly formed corporation with no assets or sales, *and No regularly prepared Balance Sheet.*
- The shareholders of "C" are or will be as follows:
  - (1) "C1" is an individual. "C1" will own at least 51% of the stock of "C". Neither "C1"'s total assets nor his annual net sales equal or exceed \$10 million. "C1" does not have regularly prepared financial statements; "C1" prepared a balance sheet and an income statement to make this determination.
  - (2) "C2" is an adult son of "C1".
  - (3) "C3" is an adult son of "C1".

[Redacted]

(4) "C4" is an irrevocable trust established by "C1" in favor of "C2". "C1" does not retain a reversionary interest in the corpus of "C4".

(5) "C5" is an irrevocable trust established by "C1" in favor of "C3". "C1" does not retain a reversionary interest in the corpus of "C5".

(6) "C6" is an unrelated investor group.

- "C" will obtain the purchase price of the stock of "B" from borrowings and contributions from its shareholders. The shareholders of "C" will contribute approximately \$7 million towards the purchase price. "C" will borrow the balance of the purchase price. "C" will not borrow substantially more than this amount in connection with this transaction.

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Based upon the foregoing, you confirmed that no filing is necessary in connection with the acquisition by "C" of the voting securities of "B" from "A".

Finally, I want to reiterate that the constituency of the shareholders of "C" was determined, with respect to "C1" through "C5", based on the personal and estate issues facing "C1" and were not motivated by the potential application of the Act and the Rules on the proposed transaction.

Please call me at [REDACTED] should you have any questions.

Thank you for your assistance.

Sincerely,

[REDACTED]

[REDACTED]

[REDACTED]

*Spoke to [REDACTED]  
And w/ letter, no  
filing required.*