

AS

7A(c)(1); 807.1(b)

[REDACTED]

August 26, 1994

BY MESSENGER

Richard B. Smith, Esq.  
Premerger Notification Office - Room 303  
Federal Trade Commission  
Pennsylvania Avenue and 6th Street, N.W.  
Washington, DC 20580

2:53 PM '94  
FEDERAL TRADE COMMISSION  
PREMERGER NOTIFICATION OFFICE

Re: Eligibility For Exemption From  
Hart-Scott-Rodino Reporting Requirements

Dear Dick:

This letter is to confirm our conversation of August 26, 1994, whereby you advised me that my client's proposed transaction would qualify for an exemption from the Hart-Scott-Rodino premerger notification requirements pursuant to 15 U.S.C. § 18a(c)(1). The basis for this exemption is the following fact situation.

The Purchaser is a firm that is engaged in the [REDACTED] including the [REDACTED]. It is proposing to purchase, for approximately \$100 million, the [REDACTED] of approximately \$6 billion in [REDACTED]

My client, the Seller in the proposed transaction, is a firm that is engaged in the [REDACTED]

The Seller and its parent corporation, a holding company, desire to consummate the proposed transaction in order to improve current earnings. The Seller does not have any plans to exit from the [REDACTED] and the Seller will still

[REDACTED]

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[REDACTED] over \$94 billion in [REDACTED] following the completion of the transaction.

Many firms that engage in the [REDACTED] including the Purchaser and Seller, purchase and sell portions of [REDACTED]

In general, the decision to sell [REDACTED] is based upon management's assessment of the firm's cash requirements, debt-to-equity ratio and other significant financial ratios, the [REDACTED] of the [REDACTED] and the firm's current and future earnings objectives.

Based on the above information, you advised that this transaction would qualify for a Section 7A(c)(1) exemption because the proposed acquisition does not involve substantially all the assets of an operating business, and therefore would be deemed to be goods transferred in the ordinary course of business.

In reliance on our conversation, I am advising my client that the proposed transaction is not reportable under the H-S-R Act. If you believe the information contained in this confirmation letter does not accurately reflect our conversation, please contact me immediately at [REDACTED]

We appreciate your consideration in this matter. Thank you.

Sincerely,

[REDACTED]

[REDACTED]

8/26/94 - advised writer that since Seller, a sub of parent, was not selling all or substantially all of its [REDACTED], the sale was exempt under 7A(c)(1) and 8021(b) as the PMN office interprets these provisions

GRR-l. dl