

7A(a)(2)(B); 801.10(b); 802.20



FEDERAL TRADE
COMMISSION
PREMERGER NOTIFICATION
OFFICE

OCT 4 | 25 PM '95



October 2, 1995

Premeger Notification Office
Room 303
Federal Trade Commission
Washington, D.C. 20580

Director of Operations
Antitrust Division
Room 3214
Department of Justice
Washington, D.C. 20530

This material is subject to the
confidentiality provisions of Section
7A(b) of the Act, for which recipients
release under the Freedom of Information
Act.

RE: Request for Opinion Regarding Filing Under Hart Scott Rodino Act

Ladies and Gentlemen:

This office represents [redacted] and the entities who are identified below. These parties intend to merge, with the survivor being [redacted] nonprofit corporation. The merging parties and their assets and annual sales relative to the Hart Scott Rodino filing provisions are listed below. Each of these entities is a "person" under the Hart Scott Rodino Act; no entity or other individual owns a 50% or greater interest in any of the entities. None of the entities is engaged in manufacturing.



	<u>Total Assets</u>	<u>Net Annual Sales</u>
	Less than \$10 Million	Less than \$10 Million
	Less than \$10 Million	Less than \$10 Million
	Less than \$10 Million	Less than \$10 Million
	Less than \$10 Million	Less than \$10 Million
	Less than \$10 Million	Less than \$10 Million

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Total Assets

Net Annual Sales

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Less than \$10 Million	More than \$10 Million, less than \$100 Million
More than \$100 Million	More than \$100 Million
Less than \$10 Million	More than \$10 Million, less than \$100 Million
More than \$10 Million, less than \$15 Million	Less than \$10 Million
Less than \$10 Million	Less than \$10 Million

Pursuant to 15 U.S.C. § 18a(a)(2)(B), the reporting requirements appear to be met between [redacted] the acquiring party, and [redacted] the acquired party. Under 15 U.S.C. § 18a(a)(3), [redacted] as the acquiring party, would have 100% of the assets of [redacted]. However, this transaction appears to fall within the exception to filing provided by 15 U.S.C. § 18a(c)(12) and 15 U.S.C. § 18a(d)(2)(B) insofar as the assets of [redacted] are not valued at more than \$15 Million and the partnership does not own or control assets or have sales of more than \$25 Million. It would, therefore, appear to be exempt under 16 C.F.R. Chapter 1, Section 802.20.

Your guidance in this matter is sought, however, to confirm our conclusion; or if you disagree with our conclusion, to advise this office as to why filing is required. If necessary, what additional information will you need to make your determination?

Since time is of the essence of this transaction, your prompt response would be appreciated.

Very truly yours,

10/5/95 - Called writer. He confirmed that none of the listed entities controlled any other entities. Fair market value of Partnership's assets is not book value and has been determined without consideration of listed entities. Advised that Commission has implemented 18a(c)(12) in Sec 802 of the HSR rules 802.7c(b) is \$25MM (not \$15MM) but it does not apply to asset purchases but only to 50% of or more of voting stock of issuer. Advised that, based on these facts, none of the proposed transactions appear questionable (write confirmed that any required price for the Partnership's assets would not exceed fair market value.) [Signature]