

FEDERAL TRADE  
COMMISSION  
PREMERGER NOTIFICATION  
OFFICE

JAN 3 1 36 PM '96

December 27, 1995

**VIA FACSIMILE**

Hy David Rubenstein, Esq,  
Premerger Notification Office  
Bureau of Competition  
Federal Trade Commission, Room 303  
Sixth Street and Pennsylvania Ave., N.W.  
Washington, D.C. 20580

*This material may be subject to the  
confidentiality provisions of Section  
7A(h) of the Clayton Act which restricts  
release under the Freedom of Information  
Act.*

**Re: Notifications for Pending Acquisitions**

Dear Mr. Rubenstein:

This letter describes a scenario for the filing of notifications under Section 7A of the Clayton Act (the "Act") that you and I discussed by telephone on December 12, 1995. The notifications will relate to the acquisitions by Company A and/or Company B of (i) assets of Partnership I, and (ii) assets of Partnership II and voting securities of P-II Corp., an issuer controlled by Partnership II.

Our client, Company A, initially intends to acquire the voting securities of Company C, which owns assets in Blue City, in a transaction for which Company A and Company C have previously filed notification under the Act. Company A has also entered into contracts with Partnership I and Partnership II, pursuant to which Company A or its assignee will acquire from Partnership I and Partnership II their respective assets in Green City and the stock of P-II Corp. Company A has assigned its rights and obligations under these contracts to Company B. Pursuant to the assigned contracts, Company B will acquire the respective Green City assets of Partnership I and Partnership II, together with the stock of P-II Corp.

Company A and Company B have entered into an agreement (the "Exchange Agreement") which contemplates, among other things, that after (i) Company A has acquired control of Company C, and (ii) Company B has acquired the assets comprising Partnership I's and Partnership II's respective Green City assets and the stock of P-II Corp., Company B will sell the stock and transfer the assets to Company A in exchange for the Blue City assets formerly held by Company C (the "Exchange").

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Company A and Company B have agreed that if Company A does not acquire the Blue City assets, or in certain other circumstances, Company A or Company B may terminate the Exchange Agreement. If the Exchange Agreement is terminated, Company A will purchase Partnership I's and Partnership II's Green City assets (and the stock of P-II Corp.) from Partnership I and Partnership II, or from Company B if Company B has already acquired such assets and stock.

In our telephone conversation, you indicated that the FTC staff would allow Company A to submit a single filing for the assets now held by Partnership I and a single filing for the assets and voting securities now held by Partnership II, regardless of whether Company A makes the acquisitions from Partnership I and Partnership II or from Company B, as long as Company A completes the acquisitions within the time constraints of 16 C.F.R. §803.7. Although those filings would be made with respect to the potential acquisitions by Company A from Partnership I and Partnership II, they would also encompass the alternative possibility that Company A may acquire the subject assets and voting securities from Company B. Thus, a separate filing with respect to Company A's potential acquisition of those assets and securities from Company B would not be required. Accordingly, we understand that the staff will allow the parties to limit their filings for the above-described transactions to the following:

Filing No.	Filing Obligation			Filing Fee (and Statutory Payor)
	Acquiring Person	Assets or Voting Securities	Acquired Person	
1	Company B	Assets (Green City)	Partnership I	\$45,000 (Company B)
2	Company B	Assets and Voting Securities (Green City)	Partnership II	\$45,000 (Company B)
3	Company A	Assets (Green City)	Partnership I*	\$45,000 (Company A)
4	Company A	Assets and Voting Securities (Green City)	Partnership II*	\$45,000 (Company A)
5	Company B	Assets (Blue City)	Company A	\$45,000 (Company B)

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\*With disclosure of the alternative possibility that Company A may acquire such assets (or assets and voting securities) from Company B.

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If this scenario does not comport with your understanding of our telephone conversation, or with the position of the Premerger Notification Office, please contact me promptly. Unless I hear from you to the contrary, I will advise Company A to rely on the understanding of its filing obligations that is set forth in this letter.

Thank you very much for your consideration.

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