

87-0679 (AS) File

[Redacted]

[Redacted]

[Redacted]

January 12, 1987

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FEDERAL TRADE COMMISSION
OFFICE

VIA FEDERAL EXPRESS

Mr. Andrew M. Scanlon
Premerger Notification Office
Bureau of Competition, Room 303
Federal Trade Commission
6th Street and Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Department of Justice
Office of Premerger Notification
10th Street and Pennsylvania Avenue, N.W.
Washington, D.C. 20530

Re: FTC File No. 870679
Acquiring Person - [Redacted]

Acquired Person - [Redacted]

This letter confirms and expands upon our telephone

calling made on November 20, 1986 ("Filing"), for which early

[REDACTED]

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The Filing stated that the entity making the acquisition would be the ultimate parent entity, [REDACTED] or a wholly-owned subsidiary of it which would be formed for [REDACTED]

In the first step of the acquisition, [REDACTED] directly and through three of its wholly-owned subsidiaries, will acquire 100% of the outstanding stock of [REDACTED] Inc., (formerly [REDACTED]) for a cash amount equal [REDACTED]

each own the percentages following their respective names: [REDACTED]

[REDACTED]
Subsidiaries).

[REDACTED] is currently a wholly-owned [REDACTED] Acquired Person in the Filing. Its annual sales are less than \$500,000 and its total assets are less than \$250,000. However, for purposes of the Hart-Scott-Rodino Act, the Acquired Person would be its ultimate parent entity, [REDACTED] and, therefore, a filing would arguably be required under the Act. Since the Acquiring Person and Acquired Person are identical to those in the Filing, however, you have already received all of the information you would receive if a separate filing were to be made for this acquisition.

Immediately following the acquisition of [REDACTED]

[REDACTED] of approximately 18 million dollars in exchange for 100% of a newly-created class of preferred stock of [REDACTED]

In the second stage of this acquisition [REDACTED]

[REDACTED] will own [REDACTED] through its own and its [REDACTED]

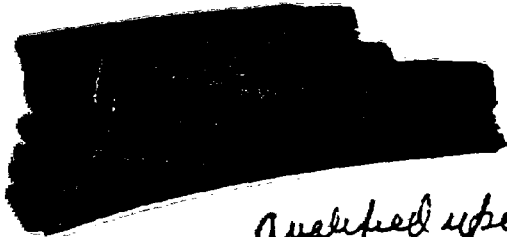
price described in the Filing.

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remain the same, no additional filing under the
Hart-Scott-Rodino Act will be required and, so long as no
additional filings are required, the original waiting period
described above, the ultimate Acquired and Acquiring Persons

Please stamp the enclosed copy to indicate receipt and
return it to me in the enclosed self-addressed envelope.
Please call if you have any questions or would like to discuss
the information I have included in this letter.

Sincerely,



OK
WEC
1/13/87

Qualified upon later review.
as long as the transaction is also the
same and no different antitrust analysis
is necessitated then no new filing is
required. WEC 3/9/87