

CERTIFIED MAIL

rms motaring may be subject to the confidentiality provision of Scotion 78 (h) of the Clayton Act which restricts columns under the

Mr. Joe Price Attorney Federal Trade Commission Pre-Merger Notification Office Page 203

oth and Pennsylvania worthwest Washington, D.C. 20530

Dear Mr. Price:

This letter confirms our telephone conversation of February 240, 1987 regarding an acquisition by a You indicated that it was the position of the Federal Trade Commission that in connection with an asset acquisition a HART SCOTT RODINO filing is not required if as a result of the sale the acquiring person will not hold all or substantially all of the assets or acquire a divion of the entity from which the assets are acquired. The interpretation is passed on the exemption round in our concerns of the continuous continuous and the ordinary of business.

The facts of the instant case are as follows:

from

The affected
were issued by in connection with agreements with

and the state or
will continue to engage in the
generally and in connection with agreements with

Approximately
are involved in the acquisition of the

Mr. Joe Price February 25, 1987 Page Two

would not be purchasing all of the

would continue to engage in the would continue to provide

an(

relationship with

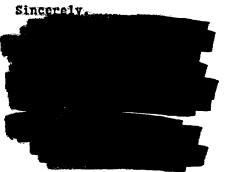
expects to have an ongoing after the acquisition.

As we discussed the regulations are silent on the definition of "solely for the purpose of investment".

purposes in the ordinary course of business. It is not acquiring a

If the facts as presented in this letter cause you to change your opinion, please advise at your early convenience. A response by March 6

Thank you for your assistance in this matter.



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