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May 18, 1988

VIA FEDERAL EXPRESS

Premerger Notification Office  
Bureau of Competition  
Room 303  
Federal Trade Commission  
Washington, D.C. 20580

Dear Mr. Kaplan:

This firm represents Charter in connection with the above-referenced merger. This letter is to confirm the advice we received from you in a telephone conference held on May 10, 1988, in which participated as counsel for Acquisition Corporation, with regard to the Hart-Scott-Rodino ("HSR") filing requirements for the above-referenced merger. This letter is limited to confirming your advice relating to the merger of into Charter. As stated, is preparing an HSR filing relating to the formation of

As we discussed, it is your opinion that the merger of into Charter does not require an HSR filing. Your opinion is based upon the intraperson exemption set forth at 16 C.F.R. § 802.30, the exemption contained in 16 C.F.R. § 802.35 which exempts certain acquisitions by employee trusts and the following description of the proposed merger:

Description of merger into

On March 19, 1988, and executed a Merger Agreement whereby will merge into leaving as the surviving corporation (the "Merger"). is a on behalf of, the Chairman of the Board of Directors of certain of the management and

certain members of [redacted] family, for the purpose of effecting the Merger. [redacted] presently has 100 shares of [redacted] Class B voting common stock issued and outstanding, all of which are owned by [redacted] has no other voting securities issued and outstanding.

publicly held corporation that, as of April 30, 1988, had 9,700,670 shares of Class B voting common stock issued and outstanding.

6,505,207 shares of [redacted] Class B voting common stock which represents 87.65% of [redacted] Class B voting common stock. [redacted] as of April 30, 1988, also had 21,371,989 shares of Class A common stock issued and outstanding. Each share of [redacted] Class A common stock is entitled to 1/10 of a vote per share. [redacted] presently owns beneficially 161,425 shares of Class A common stock which represents .8% of all of [redacted] Class A common stock. Combined, [redacted] controls beneficially approximately 72% of the combined voting power of [redacted] outstanding Class A and Class B common stock. [redacted] has no other class of common stock with voting rights.

[redacted] stockholders vote to approve the Merger, prior to the effective time of the Merger, [redacted] and several family members will transfer to [redacted] approximately 8,225,000 shares of [redacted] Class B common stock and [redacted] preferred stock (Series B, C & D) with a par value of \$132.5 million. After this exchange [redacted] will own greater than 50% of the voting securities of [redacted].

As a result of the Merger, [redacted] will be merged into [redacted] and the separate corporate existence of [redacted] will cease and [redacted] will survive the Merger. The Merger Agreement provides that the Merger will be closed as soon as practicable after the requisite favorable vote of [redacted] stockholders is obtained and the other conditions to the Merger are satisfied or waived. The effective time of the Merger will occur upon the filing of the certificate of merger with the Delaware Secretary of State's office. The certificate of merger will be filed immediately after the closing of the Merger.

At the effective date of the Merger, each share of [redacted] common stock issued and outstanding (except for shares held by [redacted] in its treasury, by [redacted] or by stockholders who properly exercise any appraisal rights under the Delaware General Corporation Law) will be converted into the right to receive \$20.25 in cash, without interest, and \$7.00 principal amount of



Mr. Wayne Karlan

This will confirm your opinion that because [redacted] controls both [redacted] owning greater than 50% of the voting securities of each entity prior to the effective date of the Merger, the merger of [redacted] into Charter will be an intraperson transaction exempt from the BSR filing requirements pursuant to 16 C.F.R. § 802.30.

Additionally, this will confirm your opinion that the purchase of the shares of [redacted] common stock by the [redacted] is

Revenue Code, will be controlled, subject to the trustee's and

within that cause

we hear from you further. Thank you for your attention to this

cc: [redacted]

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