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[REDACTED]

Material may be subject to (312) 780-8780
Identity Provision of RCA 28702 A G UR

July 1, 1988
Section 7A (h) of the Clayton Act
which restricts release under the
Information Act

Premerger Notification Office
Federal Trade Commission
Sixth St. & Pennsylvania Ave. N.W.
Washington, D.C. 20580

BY FEDERAL EXPRESS

Dear Mr. Sipple:

This letter confirms our July 12, 1988 telephone conference

letter) because the partnership which is presently [REDACTED] ultimate parent entity will cease to be such at the time when [REDACTED] stock is exchanged in part for certain assets of the seller, the partnership will never be deemed to "hold" the assets to be acquired and will not be the "acquiring person." Accordingly, we need not look beyond [REDACTED] to determine if the "size of person" test is met on the buyer's side of the transaction. Because [REDACTED] is less than a \$10 million person, the

an opinion that the planned transaction is not reportable under the Hart-Scott-Rodino Act, and the parties will not file a premerger notification report with respect to it. If I have misunderstood or misdescribed the conversation in any way, please advise me of this as soon as possible.

Yours truly,

[REDACTED]

cc: Victor Cohen

[REDACTED]