

July 22, 1988

Mr. Wayne Kaplan

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

Re: Hart-Scott-Rodino Antitrust Improvements Act of 1976

Dear Mr. Kaplan:

intends to sell its
to through a

entity of the acquiring person is

ultimate parent entity of the acquired person is

is a newly-formed corporation

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of the acquisition. Although will hold funds

totaling more than \$10 million at the time it purchases

hese funds will be used for the most part as the consid-

har the maidining mant and

and your conversation with

\$10 million and thus will not meet the Size of Person Test contained in the regulations. Accordingly, A-C and

do not satisfy the conditions necessary to require filing under \$ 18a of the Act and neither party will file a notification unless we hear differently from you on or before Priday, August 5, 1988.

Please feel free to contact us if you have any questions or would like more information regarding this acquisition.

Very truly yours,

