

\$502.20

(AS)

[REDACTED]

[REDACTED]

[REDACTED]

October 24, 1988

HAND DELIVERY

John M. Sipple, Jr., Esquire  
Senior Attorney

This material may be subject to  
the confidentiality provision of  
Section 7A (b) of the Clayton Act  
which restricts release under the  
Information Act

Oct

6th & Pennsylvania Avenue, N.W.  
Washington, D.C. 20580

RECEIVED  
4 17 PM '88  
MERGER  
NOTIFICATION  
OFFICE

Dear John:

I request the advice of the Pre-Merger Notification  
Office on the following factual situation:

Companies A, B, and C all participate in  
the same general business. Company A  
desires to sell 100% of its assets for a  
total cash purchase price of \$29 million.  
Company B is willing to purchase approx-  
imately 50% of the assets for a cash

purchase the remaining assets for a cash  
purchase price of approximately \$14.5  
million. Company A only will sell a  
portion of its assets to one of these  
companies if the consummation of that  
transaction is contingent upon the pur-  
chase of the remainder of the assets by  
the other company. Company B and C are  
unrelated companies, with no direct or  
indirect common ownership of stock or  
assets. After the transaction, Company  
B and Company C will continue to operate  
totally independent and unaffiliated  
businesses.

John M. Sipple, Jr., Esquire  
October 24, 1988  
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Even assuming that the size of persons test is met here, we understand in the course of conversations with Mr. Jeffrey Kaplan that these transactions would not be subject to the reporting requirements of the Hart-Scott-Rodino Antitrust Improvement Act of 1976 because each acquisition would be regarded as separate and neither would satisfy the size of trans-

Thank you for your assistance.

Sincerely,

[Redacted signature]

[Redacted]  
cc: Jeffrey Kaplan, Esquire

after review by the ~~1030~~ PMN office  
it appears that no H-S-R filing is  
required. W. Kaplan 11/03/88