





October 24, 1988

John M. Sipple, Jr., Esquire material may be structured to consideration of the consideration act to consideration and the senior Attorney

Se TOBETTICES TOLOGOUS ACT AND TOBETTICES TOLOGOUS ACT AND TOLOGOUS ACT

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

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 approximatriu 50% of the core

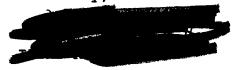
purchase the remaining assets for a casif purchase price of approximately \$14.5 million. Company A only will sell a portion of its assets to one of these companies if the consummation of that transaction is contingent upon the purchase of the remainder of the assets by the other company. Company B and 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 Page Two

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,



Jeffrey Kaplan, Esquire

after seview by the 12 PMN office it appears that mo N-S-R filing is required. W. Kapla 11/03/88