

FEDERAL EXPRESS

Mr. Richard Smith
Premerger Notification Office
Bureau of Competition
Room 303

PLEASE EXPEDITE REVIEW pursuant to \$363(b)(2)(B)

of the Bankruptcy Code

(2) P

Re: Acquisition of

*Leeg

Dear Mr. Smith:

Over the last several days, you and I have discussed by telephone a transaction in which will acquire the assets of the conversations have concerned specific items of information required in the Antitrust Improvements Act Notification and Report Form. Yesterday, you were kind enough to spend a considerable amount of time with me discussing the exemption found at 16 CFR

Background

is a corporation with its principle is presently the debtor-in-possession in a proceeding under Chapter 11 of the Federal Bankruptcy Code.

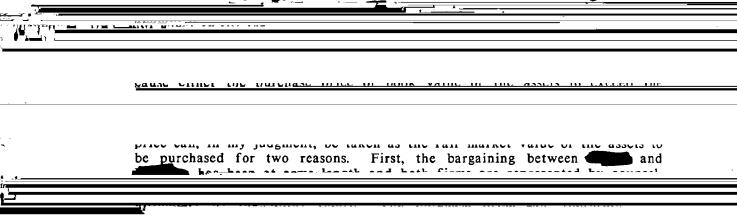
Plan of Reorganization as currently proposed would include a transaction in which would purchase every asset owned by except for claims or causes of action for recovery of property by the bankruptcy estate for preferences, fraudulent conveyances or transfers to insiders recoverable under the Bankruptcy Code. I enclose for your records and convenience one copy of the Bankruptcy Disclosure Statement (the "Disclosure Statement"). The Disclosure Statement provides a more detailed description of the transaction and the parties involved.

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Exemption

Based on my review of the applicable statute and regulation, as well as my discussion with you yesterday afternoon, it appears to me that, because of the size of the transaction, is exempt from the requirements of the Act pursuant to 16 C.F.R. § 802.20. Specifically:

- (1) The acquisition satisfies § 7A(a)(3)(A) of the Act: proposes to acquire virtually 100% of assets.
- (2) The acquisition does not satisfy § 7A(a)(3)(B) of the Act: As a result of the acquisition, will not hold an aggregate total amount of voting securities and assets of in excess of \$15,000,000. Specifically, will not



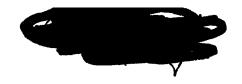
16 C.F.R. § 802.20.

Request for Confirmation

In order to complete the acquisition, we respectfully request that you confirm in writing that our analysis is correct. I understand that this may be some inconvenience. Compliance with the Act is, however, a condition precedent to our ability to close the acquisition. In addition, we will need to establish compliance with the Act in order to

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The acquisition is scheduled to close on December 19, 1988. I would appreciate, therefore any consideration you could afford us in expediting our request. Please



smith.lt(e)
Enc.
cc:

12-5 called

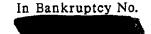
meet minimum of rest of



UNITED STATES BANKRUPTCY COURT

WESTERN DISTRICT OF WISCONSIN

In the Matter of:



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NOTICE OF HEARING

UP BACCIVICATION CONTRACTOR

PLEASE TAKE NOTICE that a hearing will be held in the United States Bankruptcy.

Court for the Western District of Wisconsin at 120 N. Henry Street, Room 340, Madison,

- 12-2 -- to whather the Debtor's Disclosure Statement should be approved. A

normal business hours or may be procured upon request from counsel for the Debtor-in-

PIEACE TAKE FURTHER NOTICE that if any creditor wishes to object to said

the U.S. Bankruptcy Court for the Western District of Wisconsin, and must send a copy to the below-signed attorney not less than five days prior to the date of the above hearing.

Dated this day of November,



