

801.11

[REDACTED]

NOT REPORTABLE -

Acquirer may rely
in that regard on
prepared balance
sheet 8/10/89 +

equity trust asset?

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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

Attn: Mr. Victor Cohen

Re: [REDACTED]

The receipt of this
the [REDACTED]
Special Agent in Charge
Federal Bureau of Investigation
Department of Justice

JUL 22 10 32 AM '89
FBI - WASH DC

Dear Mr. Cohen:

I am writing to confirm a conversation which we had on July 18, 1989 about whether notification was required pursuant to the Premerger Notification Rules (the "Rules") in connection with a transaction proposed by one of our clients.

The facts as I relayed them to you over the phone are as follows:

A corporation (the "Acquiror") having approximately \$1,000,000 in assets, and \$8,000,000 in total indebtedness

\$25,000,000. The Acquiror is financing the acquisition with approximately \$5,000,000 in new subordinated debt, \$5,000,000

unrelated equity investors will hold approximately 20% of the outstanding voting securities of the Acquiror and the existing equity owners will hold the remaining 40% of the Acquiror's

[REDACTED]

VICTOR CONER
July 28, 1989
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It is my understanding that in our conversation you confirmed to me that notification under the Rules would not be required in connection with the proposed transaction because the Acquiror failed to meet the \$10,000,000 threshold of the size of the party's test. You also confirmed my understanding that the \$20,000,000 in debt and equity financing which the Acquiror is providing in connection with the proposed transaction appears in the value of the Acquiror's assets above

responsibilities of the Acquiror under the Rules is inaccurate, please contact me.

I greatly appreciated your assistance during our phone conversation and I am grateful for your continued attention to this matter.

Very truly yours,

cc: [REDACTED]