

[REDACTED]

July 10, 1991

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John M. Sipple, Jr., Esq.  
Chief, Premerger Notification Office  
Federal Trade Commission  
Washington, D.C. 20580

Dear John:

I am writing to confirm our telephone conversation this morning.

As I explained to you, corporation A wants to acquire assets from corporation B. Corporation B is a wholly-owned subsidiary of corporation C, which in turn is wholly-owned by general partnership D. The general partners in D are individual E, who has a 40% interest, and limited partnership F, which has a 60% interest. The general partner of limited partnership F is individual G, who has a 2/7 interest in F. The limited partners in F are individual H

in F, and each of the other three individuals, the children, has a 1/7 interest in F.

General partnership D intends to distribute the shares of corporation C to D's partners, i.e., 40% to individual E and 60% to limited partnership F. Limited partnership F, in turn, intends to distribute the shares of corporation C to its partners, individual G, and the three children, in accordance with their respective partnership interests. These distributions will be completed before corporation A acquires any assets from corporation B. After these distributions, corporation C will still own all the shares of corporation B, and no person will own or control

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~~You agreed that under these circumstances, corpora-~~  
tion C will be the ultimate parent entity of the acquired  
person for Hart-Scott-Rodino purposes.

Thank you for once again providing such helpful  
~~and prompt assistance.~~

[REDACTED]

[REDACTED]

Sincerely,

[REDACTED]

*John Sipple*

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