

Dear John:

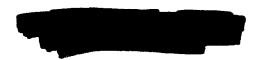
I am writing to confirm our telephone conversation this morning.

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 r, 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, <u>i.e.</u>, 40% to individual E and 60% to limited partnership F. Limited partnership F, in turn, intends to distribute the shares of corpo-

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 R, and no person will own or control



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ration C will be the ultimate parent entity of the acquired person for Hart-Scott-Rodino purposes.

Thank you for once again providing such helpful

