

[REDACTED]

March 26, 1992

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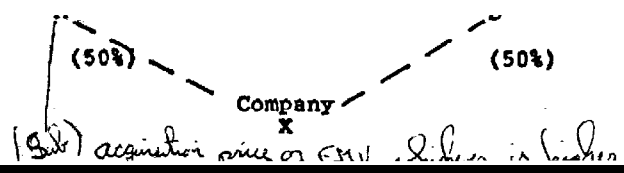
Mr. Patrick Sharpe
Premerger Office
H-303
Federal Trade Commission
Washington, D.C. 20540

FEDERAL TRADE
COMMISSION
REGISTRATION
OFFICE
MAR 27 11 01 PM '92

Re: Proposed Transaction

The purpose of this letter is to confirm our telephone conversation concerning the significant details of a proposed transaction, which is exempt from the filing requirements of The Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "Act"). The terms used herein which are defined

same meanings when used herein. The transactions described below will be consummated simultaneously. - We don't recognize!
Fifty percent of the voting securities of Company X are currently owned by Company A and 50% are owned by Company B.



① Acq. required per 801.30 doesn't apply if number < 1/3

is in the process of preparing to offer its voting securities of am t 97

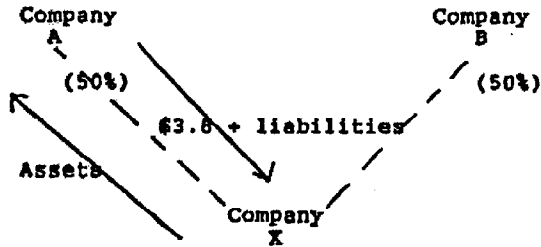
Company X's subsidiaries for their net book value what is th

① acquisition price = 3.8 + .2 or 4.0
② what is FMV? Whichever is higher is the "acquisition price"

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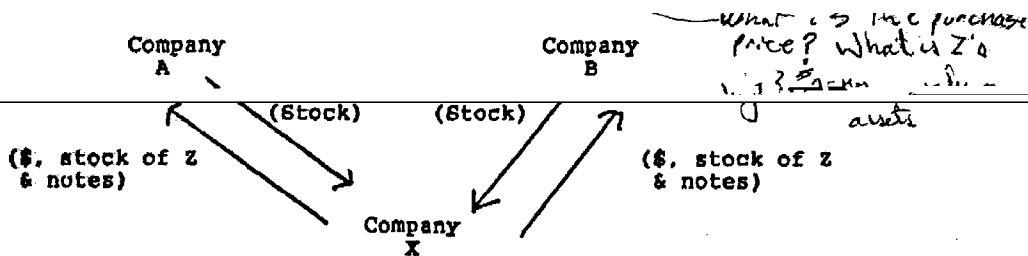
Hold 201. KCX8 (in effect as exempt)

could question?

next step?

voting securities of Company X will be sold to the public diluting the aggregate interest of Company A and Company B in Company X to 20% (10% for each of Company A and Company B,

Company X. Company B is to receive in the redemption cash (in bond)



There are three potentially reportable acquisitions. *maybe*

securities from Company A and Company B. A redemption of this type is not a reportable transaction under §(c)(3) of the Act.

with first line

correct comparable to (C) H 10

no more than two OPE No. Example 4 to 802.30, i.e., a company's redemption of its own stock from others, is the correct exemption.

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The second potentially reportable transaction is the acquisition by Company A of (i) the assets of certain

acquired by Company A are not "assets" under § 801.21 of the Coverage Rules and § (c)(2) of the Act. The acquisition of 50% of the voting securities of Subsidiary Z by Company A is exempt

Rules, the value of these voting securities must be aggregated with the value of the assets acquired. The aggregate value of

equivalent
change
asset for X - ok

801.14 -
The assets

aggregate
with intent

allow you to
carry out

Please telephone me at [redacted] if you have any questions or comments. The parties plan to consummate these transactions without filing under the Act unless I hear otherwise from you in the next five business days.

Very truly yours,

[redacted signature]

not if A's 50% holding in X has been relinquished by X (We must look at transaction as if A+B no longer control X.)

Note: If asset purchase occurs first, do not aggregate. see exampl. 801.14 and 801.13(b)
Even if aggregate value is less than \$15.0 mm