

801.11  
802.20(b)  
7A(a)(2)(b)

April 15, 1992

BY HAND

Patrick Sharpe, Esquire  
Federal Trade Commission  
Premerger Notification Office  
Seventh and Pennsylvania Avenue

Apr  
PRE-

Dear Mr. Sharpe:

This is confirm our conversation on Friday, April 10, 1992 that the following transaction is exempt from filing an Antitrust Improvements Act Notification and Report Form: Company A wishes

54 PM '92  
TRADE  
NOTIFICATION

sales of assets in excess of \$10 million, thereby, meeting the size-of-person test of 15 U.S.C. § 18a. As a result of the acquisition, Company A would hold 100% of the voting securities of Company B, thus, satisfying the 15% test of 15 U.S.C. § 18a(a)(3)(A). After the acquisition, Company A would not hold voting securities and assets in excess of \$15 million as the acquisition price is \$7 million; thus, the transaction does not

because it meets the other requirements of 16 C.F.R. § 802.20(b), assets

will not hold "voting securities which confer control of an issuer which, together with all entities it controls, has annual net sales or total assets of \$25 million or more." In the instant matter, Company B (the issuer) has annual net sales of \$13 million and total assets of \$5 million. It controls no other sales or assets. Since Company A, as a result of the acquisition, will hold assets and stock of less than \$15 million and since Company B does not control sales or assets in excess of \$25 million, the transaction is exempt from filing under § 802.20(b).

Patrick Sharpe, Esq.  
April 15, 1992  
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Would you please advise me promptly if you disagree with the  
above conclusion that the transaction is exempt from reporting  
[REDACTED] Thank you for your assistance.

Sincerely,  
[REDACTED]

Is company B a manufacturing or service company?  
Service oriented - ~~no~~ manufacturing.  
Is company B its own UPE? yes  
Company B does not meet the size-of-person  
test because the test for this scenario  
applies to associates only. You need not get  
to the exemptions

called [REDACTED]  
4-15-92  
(85)