

602.206

[REDACTED]

[REDACTED]

May 1, 1992  
VIA TELEFAX (202) 326 2050  
AND FIRST CLASS MAIL

Premerger Notification  
Bureau of Competition, Room 303  
Federal Trade Commission  
6th Street and Pennsylvania Ave. N.W.  
Washington, D.C. 20580  
Attn: Patrick Sharpe

MAY 4 2 45 PM '92  
FEDERAL TRADE  
COMMISSION  
PREMERGER NOTIFICATION  
OFFICE

Dear Mr. Sharpe:

This letter is in furtherance of my phone conversations with you and John Sipple. I am seeking a determination that no

Commission and the Department of Justice on the transaction described below.

This firm represents [REDACTED] corporation with principal office at [REDACTED]

[REDACTED]. A Stock Purchase Agreement (the "Agreement") has been executed under which [REDACTED] shall purchase all of the issued and outstanding capital stock of [REDACTED] with

[REDACTED]

[REDACTED] with principal office at [REDACTED]

[REDACTED]

having a cumulative value equal to the purchase price. As I stated above, the purpose of this letter is to request, from

and material...  
the...  
Section 7...  
highly restrictive...

Patrick Sharpe

authorized representatives of the Federal Trade Commission

Act, 15 U.S.C. Section 18a, as added by Section 201 of the

dollar value" rule), [redacted] will not hold, as a result of its acquisition of [redacted] stock: (a) assets of [redacted] valued at more than \$15,000,000 or (b) voting securities which confer control of [redacted] which, together with all entities which [redacted] controls has annual net sales or total assets or \$25,000,000 or more.

Effective January 1, 1992, [redacted] transferred to its parent [redacted] all of its assets and liabilities, with the exception of its [redacted]

recognized by [redacted] or [redacted] relating to the liquidation

ceased to be a going concern and its activities have been limited to winding up its affairs, paying its debts, and distributing its remaining assets (other than the assets retained for the sale of stock to [redacted]). [redacted] has not engaged in the business of [redacted] or [redacted] (which activities have all been assumed by [redacted]). Although the private letter ruling does permit [redacted] to use [redacted] to [redacted] in states that have not approved [redacted]. Any such [redacted]

[redacted] will be discontinued.

business of acting as [redacted]

The purpose of the acquisition of [redacted] is to obtain the benefit of [redacted] licenses; [redacted] will be used to provide [redacted] on small portions of the [redacted] for which the controlling person acts as [redacted]

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Thus, the nature of the business to be conducted by [redacted] after the purchase by [redacted] will be different from the business conducted by [redacted] prior to the [redacted] liquidation into [redacted]

The following documents can be made available (if the consent of [redacted] is obtained) for review by the FTC:

1. Private Letter Ruling relating to the liquidation of [redacted] into [redacted]
2. [redacted] and Administrative Services Agreement under which [redacted] assumed [redacted] liabilities.

statements of [redacted] is the parent of [redacted] as of December 31, 1991, which notes describe the transfer of a majority of [redacted] assets to [redacted]

4. Certified statement by [redacted] and [redacted] on the value of the assets transferred by [redacted] to [redacted]
5. Management's quarterly financial statements for [redacted]

Because of the length of the writing needed to certify

this letter with the appropriate individuals at the FTC, if the

Thank you for your assistance in this matter.

Where is Annual report with note restating net sales & total assets (Sec AB # 15)?  
Very truly yours,  
[redacted]

cc: John Sipple

called [redacted] 5-5-92  
Advised him to file.  
PS. [redacted] & [redacted] concur

are separable from the licenses [redacted] that  
cease to be the company, regardless of their value.