

7A(a); 801.11

October 27, 1992

Oct 30
FEDERAL
RESERVE

Antritrust Division
Office of Operations
Room 3218 Washington, D.C. 20530
Attn: Klaine Gibbs, Esq.

Re: 15 USCA 18 (a) Notification

Dear Sir or Madam:

The undersigned represents [redacted] (herein-
after [redacted] which is the holding company for [redacted]
[redacted] located in the [redacted]
[redacted] has entered into an
affiliation Agreement with [redacted]
located in [redacted] hereinafter

[redacted] and [redacted] have agreed to affiliate utilizing an amendment
to the [redacted] Certificate of Incorporation whereby [redacted] will become
the sole member of [redacted] [redacted] has annual revenues of approximately

we do not believe that this acquisition constitutes a trans-
action covered by 15 USCA 18 (a) and we would request confirmation
of that position at your earliest possible convenience.

Very truly yours,

[redacted signature]

cc: [redacted]
11/2/92 - called [redacted] He states that very recent financials
(12/91 anniversary) are being used for both sides. [redacted] considers the liquid book
of [redacted] operations. [redacted] assets would be about \$11M. Both
[redacted] and [redacted] are their own [redacted] and [redacted] has no
[redacted] and that it appears that,