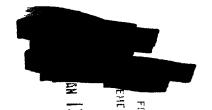
802.63



January 13, 1993

Ms. Nancy Ovuka

from Notification Requirement of the Hart-Scott-Rodino Antitrust Improvements Act of 1976

Dear\_Ms \_Ovuka •

This is to confirm your advice of January 11, 1992 with

Antitrust Tenrougnests Act of 1976 (the "Act") provided hu

- firm which is in the business of making

  Creditor has assets

  In excess of \$100,000,000.
- 2. Creditor has loaned money to, and made in, two related ventures, namely Partnership A and Partnership B. Schedule A attached hereto is a schematic diagram of Creditor's interests in the Partnerships.

## PARTNERSHIP A

manufacturing. It has assets in excess of \$15,000,000 but less than \$100,000,000.

fills protected to the telegraph of the countiestablish provides of assistant of the Classes of the chief restricts related to the transfer of the transfer of Information of the transfer of

معادمه بمحبيد

Ms. Nancy Ovuka January 13, 1993 Page 2

such obetons.

	4.	The general partner of Partnership A is	nes apart
•		Corporation & and the limited parener of lutenorship &	in con
	•	outstanding capital stock of Corporation A is held by Individual A.	while !
	5.	Creditor holds an option to purchase nonvoting shares  of Corporation & representing 20% of the	Cotton LP
<u> </u>			-
		* <b>学</b> <del></del>	
	7.	Creditor has loaned money to Partnership A. A commercial bank (since taken over by the FDIC) has also loaned money to Partnership A.	
<b>.</b>	i=	Darphorehin Duda non innelwent The hon total	·
		đue.	
	PART	NERSHIP B	
	9.	Partnership B is engaged in commerce other than manufacturing. It has assets in excess of \$15,000,000 but less than \$100,000,000.	,
	10.	The general partner of Partnership B is Corporation B and the limited partners of	
•	·	entitled to 49.5% of the profits of Parthership B	
		following the return of the capital invested in	
		D 12 MAIG DA TUGTATOROT W QUO TAAS AT CHE 1220AG QUO	
		· <u></u>	
	11.	both Corporation B and Corporation C, representing 80% of each such corporation's issued and	

EX Y

Ms. Nancy Ovuka January 13, 1993 Page 3

and outstanding capital stock. Individual A and Individual C each hold 10% of such shares.

commercial banks (one of which is the bank which loaned money to Partnership A) have also loaned money

14. Partnership B is insolvent. It has total liabilities in excess of the fair market value of its assets and it is unable to pay its debts as they come due.

## WORK-OUT OF DEBT

- 15. A plan for the restructuring of Partnership A and Partnership B has been worked out among Partnership A, Partnership B, Creditor and the bank lenders of both Partnership A and Partnership B, the relevant
  - Corporation A and Corporation B,

and the Corporations remain liable for all of the debts of the Partnerships, all of the Partnerships' respective assets will be distributed to the Corporations; none of such assets will be distributed to the Corporations.

b. Following such liquidations, Corporation A will be merged with and into

B before dilution for management equity

مجمودة علمولات نسين المناجع الفائد

Ms. Nancy Ovuka January 13, 1993 Page 4

interests in Corporation B and (iv) the banks will be issued a warrant to purchase a portion of the stock of Corporation B in the event certain conditions are satisfied.

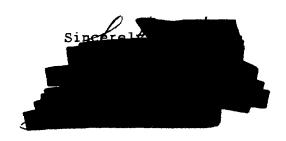
## CONCLUSION

You confirmed that, because, inter alia, Creditor is a creditor which extended credit to the Partnership in the

WM

connection with a <u>pona ride</u> dept work-out, such transactions may be effected without filing a notice under the Act by reason of the exemption from notification set forth in 16 C.F.R. §802.63(a).

Thank you.



1/13/93

Exempt under 802.63
R5 Coxcurs.

ישחלתל

## Schedule A

