

8/31.11

[Redacted]

[Redacted]

May 24, 1993

Hy Rubenstein, Esq.
Office of General Counsel

Washington, D.C. 20530

Dear Mr. Rubenstein:

Pursuant to our telephone conversation of May 13, 1993, we are writing to confirm with you that it is your view that, based on the facts described below, our client has no obligation to file a premerger notification form with the

FTC interpretation described in Section 143 of the Premerger Notification Practice Manual (Bruce J. Prager, ed., 1991), a copy of which is enclosed herewith.

Our client, a newly formed corporation (the "Acquiring Person"), has entered into an agreement to acquire 100% of the voting securities of 14 corporations from the parent corporation (the "Acquired Person"). The Acquired Person has total assets in excess of \$100 million. At the time of

from the Acquired Person. The Acquiring Person has three shareholders, none of which (i) owns 50% or more of the

of the Acquiring Person.

We would appreciate a response from you within one week of the date you receive this letter whether you have reason to believe that the FTC would take the position that our client has an obligation to file a premerger notification form in connection with the proposed transaction. If you have any questions, please contact me or

Very truly yours,

5-28 Called [Redacted] and also (other side) [Redacted] this is not [Redacted]

Enclosures

cc: [Redacted]

[Redacted]