

6802.20; 7A(a)(3)(B)

[REDACTED]

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[REDACTED]

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[REDACTED]

June 28, 1993

VIA FAX

Richard B. Smith, Esq.
Premerger Notification Office
Bureau of Competition
Room 323
Federal Trade Commission
6th and Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Re: Confirmation of Informal Opinion on H-S-R Reporting Method of
Merger Scenario

I am writing to confirm the opinion you expressed in our telephone conversation today that the merger scenario set forth below should be treated as a single transaction for purposes of reporting under the Hart Scott-Rodino Rules and Regulations.

Company A, a manufacturing company, intends to acquire 100% of the outstanding

operate. As part of the acquisition, but by separate agreement, individual B and his wife will exchange the land for additional voting securities of Company A ("the land acquisition"). The facilities acquisition is contingent upon the land acquisition and consummation will be simultaneous.

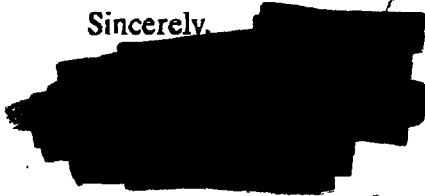
It is my opinion that this potential acquisition may be reported as one transaction.

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value of the transaction would reflect both the value of the facilities acquisition and the land

returning it to me as an indication that it accurately reflects our conversation. Should you have any questions, please do not hesitate to call me.

Sincerely,



6/29/93 - Advised writer that land and voting stock held by acquired person could be included as one transaction. IAA Company A stock taken back by acquired person

for such

V. J. Smith