



[Redacted]

Patrick Sharpe, Esq.  
January 25, 1994  
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*- not an attorney*

This was not structured this way to avoid filing under H-S-R.

interest in Company B is owned by a Gift Trust. This Gift Trust was created by F and G in 1987

grandchildren. S is the trustee of the Gift Trust and an officer of Company B. F and G have no reversionary interests under the Gift Trust.

*structured*

[Redacted]

*to avoid*

*COMPUTERS IN CHARGE*

In our conversation last Wednesday, you confirmed our understanding (1) that because these transactions, and is a trust in which F and G have no reversionary interests, under the Hart-Scott-Rodino regulations, the trust itself -- and not the trustee -- will be deemed to be the holder (§ 801.1(c)(3)) and the thus the "acquiring person" (§801.2(a)) of the real property acquired from A; (2) irrespective of the fact that S is trustee of the Gift Trust and an officer of B for purposes of Section 7A(a) of the Hart-Scott-Rodino Act the Gift Trust is considered a different "acquiring person" from Company B; and therefore (3), since neither of the "acquiring persons" (B and the Gift Trust) will hold more than \$15 million worth of the assets of Company A after these acquisitions are consummated, neither of these acquisitions is subject to the

interpretation, please advise me promptly.

Very truly yours,

*with clarifications noted, I concur*

[Redacted signature]

*called* [Redacted]

*2-2-94*