

70(a)(7)(B) - 80111(c)

[REDACTED]

Mr. Dick Smith
Premerger Notification Office
Bureau of Competition, Room 303
Federal Trade Commission
Washington, D.C. 20580

UNITED STATES DEPARTMENT OF JUSTICE
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

11/21/94

Re: Sale of [REDACTED]

Dear Mr. Smith:

This letter is in response to your phone inquiries regarding certain additional facts relevant to the analysis contained in my letter to you of February 4, 1994 concerning the proposed acquisition. As you discussed, I will not reiterate the facts or analysis contained

This letter will confirm the following facts:

1. No person has the right to 50% or more of the profits, or to 50% or more of the assets upon dissolution, of Partnership B.
2. No person holds 50% or more of the voting securities of Company C.
3. Company C's annual net sales for calendar year 1993 were less than \$100,000,000.
4. Company C still uses the cash basis method of accounting in the normal course of its business operations, and the year-end 1993 financial statements that were prepared on the basis of generally accepted accounting principles and furnished to the law firm were not prepared pursuant to a change in Company C's regularly practiced accounting policies.

This letter will also confirm that we recognize, and have advised Company A, Partnership B and Company C, that in determining whether a Hart-Scott-Rodino Act filing must be made with respect to the acquisition by Company A of Company C, the parties must consult the most recent regularly prepared balance sheet of Company C, being the last

Mr. Dick Smith
Premerger Notification Office


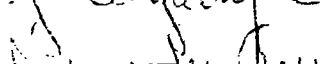
Page 2

balance sheet prepared in regular course prior to the closing of the transaction. We have confirmed to all the parties that the regularly prepared balance sheet must reflect assets of

Should you have any further questions or wish to discuss this matter further, please do not hesitate to call.

Thank you again for your continuing cooperation.

Very truly yours,


 3/11/94 - called writer and advised that no filing need be made for the acquisition of Company C since it is not engaged in manufacturing,  \$10MM and its last regularly

prepared balance sheet before closing will indicate assets of below \$10MM.