

Partrustijo Interests 801.1(4)(1)

VIA FAX

Nancy Ovuka, Esq. Premerger Notification Office H-303 Federal Trade Commission Washington, DC 20580

Dear Ms. Ovuka:

Set forth below are the facts on a proposed transaction that we discussed this morning. I greatly appreciate your assistance and had been been to be the state of the state of

and has entered into a letter of intent to acquire, through mergers, three separate corporations, which have no common parent. The total purchase price in the form of the acquiring corporation's stock will be in the \$16 to \$20 million range. No one of the three acquired corporations or their respective

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corporations has an individual parent who has assets exceeding \$10 million.

The three corporations are the only partners, one general and two limited, in a limited partnership. The corporation that has ap individual parametric accordance for the corporation that

even attributing to it all partnership sales and assets.

The three transactions are structured as mergers in order to achieve tax-free treatment to the selling shareholders and to allow the acquiring corporation to use the pooling-of-intcrests method of accounting.

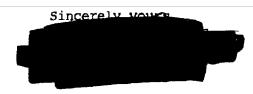
It seems to us that the three transactions are not reportable. Two of them do not cross the size-of-the-parties threshold, and all three, considered as separate transactions, fail to cross the size-of-the-transaction threshold. The commentaries to interpretations 1 and 83 in the <u>Premerger</u>

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Notification Manual (ADA 1991) support treating the three transactions separately.

That the acquiring corporation will wind up controlling the assets of a partnership rather than a hotel (as in interpretation

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The transaction is viewed as both an asset & v3 deal. If either is reportable, then a filing must be made. The acquiring corp will made up with an acquiring corp will

interests . RS x PS Cracus