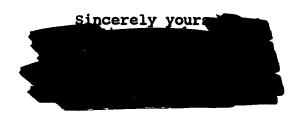


Richard B. Smith, Esq.
Premerger Notification Office
Federal Trade Commission
6th & Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Dear Dick:

I enclose in draft a proposed letter memorializing our conversation of June 12 for your review and comment. Once I have your reaction, I will put it in final.

Thank you for your prompt attention to this matter.



Enclosure

office and advised that a thing provisions of Section 7A(h) of the Clayton Act which restricts received and the provisions of Section 7A(h) of the Clayton Act which restricts received and the provisions of Information of Section 7A(h) of the Clayton Act which restricts received and the Freedom of Information of Section 7A(h) of the Clayton Act which restricts received and the Freedom of Information of Section 7A(h) of the Clayton Act which restricts received and the Freedom of Information of Section 7A(h) of the Clayton Act which restricts received and the Freedom of Information of Section 7A(h) of the Clayton Act which restricts received and the Freedom of Information of Section 7A(h) of the Clayton Act which restricts received and the Freedom of Information of Section 7A(h) of the Clayton Act which restricts received and the Freedom of Information of Section 7A(h) of the Clayton Act which restricts received and the Freedom of Information of Section 7A(h) of the Clayton Act which restricts received and the Freedom of Information of Section 7A(h) of the Clayton Act which restricts received and the Freedom of Information of Section 7A(h) of the Clayton Act which restricts received and the Freedom of Information of Section 7A(h) of the Clayton Act which restricts received and the Freedom of Information of Section 7A(h) of the Clayton Act which restricts received and the Freedom of Information of Section 7A(h) of the Clayton Act which restricts received and the Freedom of Information 7A(h) of the Clayton Act which received and the Freedom of Information 7A(h) of the Clayton Act which received and the Freedom of Information 7A(h) of the Clayton Act which received and the Freedom of Information 7A(h) of the Clayton Act which received and the Freedom of Information 7A(h) of the Clayton Act which received and the Freedom of Information 7A(h) of the Clayton Act which received and the Freedom of Information 7A(h) of the Clayton Act which received and the Freedom of Information 7A(h) of the Clayton Act which received and

June \_\_\_, 1995

Richard B. Smith, Esq.
Premerger Notification Office
Federal Trade Commission

Dear Mr. Smith:

This confirms our conversation of June 12, 1995, in

described below in which the holder of a patent reacquired certain non-exclusive patent rights which it had previously assigned to another party.

The pertinent facts are as follows. Approximately

pursue and exploit a patent within a defined field of use to a licensee, Company B, subject to Company B's obtaining appropriate government approvals. Because exclusive rights within the field of use were assigned (and because the size

of person and size of transaction tests were met), the

Richard B. Smith, Esq. June \_\_, 1995 Page 2

Approximately three years later, Company A acquired back

two companies now held non-exclusive rights within the field of use. Since the "reacquired" rights were non-exclusive in nature, under Interpretation 49 of the ABA Premerger Notification Practice Manual, no filing was deemed necessary.

It is now proposed that Company A reacquire the remaining rights held by Company B. Although as a result of this acquisition, Company A will again hold exclusive rights to exploit the patent, the rights being acquired from Company B are non-exclusive in nature and thus fall within

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meaning of the premerger reporting scheme.

You agreed with me that, on these facts, 1 no assets

and hence no premerger report need be filed.

exclusive rights four years ago and the current acquisition of Company B's remaining non-exclusive rights were independent transactions and not a "sham" step transaction

Richard B. Smith, Esq. June \_\_, 1995
Page 3

Thank you for your prompt assistance on this matter.

Sincerely yours,

