

7A(a)(2)(B); 801.10(b); 802.20



FEDERAL TRADE
COMMISSION
PREMERGER NOTIFICATION
OFFICE

OCT 4 | 25 PM '95



October 2, 1995

Premeger Notification Office
Room 303
Federal Trade Commission
Washington, D.C. 20580

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Director of Operations
Antitrust Division
Room 3214
Department of Justice
Washington, D.C. 20530

released under the Freedom of Information Act.

RE: Request for Opinion Regarding Filing Under Hart Scott Rodino Act

Ladies and Gentlemen:

This office represents [redacted] and the entities who are identified below. These parties intend to merge, with the survivor being [redacted] nonprofit corporation. The merging parties and their assets and annual sales relative to the Hart Scott Rodino filing provisions are listed below. Each of these entities is a "person" under the Hart Scott Rodino Act; no entity or other individual owns a 50% or greater interest in any of the entities. None of the entities is engaged in manufacturing.



<u>Total Assets</u>	<u>Net Annual Sales</u>
Less than \$10 Million	Less than \$10 Million
Less than \$10 Million	Less than \$10 Million
Less than \$10 Million	Less than \$10 Million
Less than \$10 Million	Less than \$10 Million

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Total Assets

Net Annual Sales

Oct 4 | 25 11 55

Less than \$10 Million

More than \$10 Million,
less than \$100 Million

More than \$100 Million

More than \$100 Million

Less than \$10 Million

More than \$10 Million,
less than \$100 Million

More than \$10 Million

Less than \$10 Million

(the acquired party. Under 15 U.S.C. § 18a(a)(3).

fall within the exception to filing provided by 15 U.S.C. § 18a(c)(12) and 15 U.S.C. § 18a(d)(2)(B) insofar as the assets of [redacted] are not [redacted] more than \$15 Million and the partnership does not own or control assets or have

Chapter 1, Section 802.20.

With this information, we might be able to confirm our conclusions, or if you disagree with our conclusion, to advise this office as to why filing is required. If necessary, what additional information will you need to make your determination?

Since time is of the essence of this transaction, your prompt response would be appreciated.

Very truly yours,

10/5/95 - Called writer. He confirmed that none of the listed entities # 000 [redacted] has any market value of Partnership assets

See 802 of the HSR rules 802.7(c)(b) that is 25MM (not 250MM) # [redacted] is 50% of [redacted]

more of voting stock of issuer. He advised me, based on the facts, none of the proposed transactions appear reportable (write confirmed that any acquisition price for the Partnership's assets would not exceed \$15 million. [redacted] [redacted]