801.10 801.11

Nov 8 12 44 FH 195

VIA FAY 202 224 242

Federal Trade Commission
Washington, D.C. 20580

the contract the freedom of Information

Reg

Dear Ms. Ovuka:

in connection with the proposed acquisition (the "Acquisition") by

purpose of this letter is to obtain confirmation of our telephone discussion on September 22, 1995 regarding whether the Aust file a notification of the Acquisition with the Federal Trade Commission (the "FTC") and the Department of Justice ("DOJ") under the Hart-Scott-Rodino Act (the "Act").

During our telephone conversation was preliminately appelled at and

The Acquisition.

have entered into a letter agreement dated August 3, 1995, setting form the basic terms of the Acquisition. As provided in the letter

Acquisition. Closing of the first phase is scheduled for December 1995; closing of the second phase is targeted for May, 1996.

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and unconsolidated entities controlled by the pare considerably less than \$10 million; however, the amount of assets acquired at the first phase of the closing of the Acquisition will cause the second phase of the \$10 million threshold for filing under the Act prior to the second phase of the closing. Accordingly,

facts, the FTC would consider the Acquisition to be a single transaction: (i) despite the two-phase closing, the Acquisition is contemplated by the parties as a single transaction; (ii) there is only one Asset Agreement and plan of financing governing the entire Acquisition; (iii) the Purchase Price is the total price for all of the assets to be acquired in both phases of the closing; (iv) the type and according to the closing of assets (real and according to the closing).

entity for each of the acquiring party and the acquired party for the entire

Please confirm that the FTC considers the Acquisition to be a single

Acquisition would cause have more than \$10 million in assets prior to the second phase of the closing.

The annual net sales of all including the annual net sales of all engaged ideas of any meet

sales of the Acquisition, as of December 31, 1995, will be less than \$10 million.

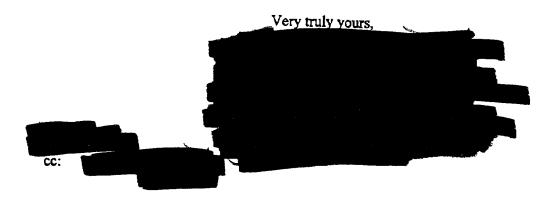
You indicated in our telephone conversation that (i) the determination of whether filing is necessary under the Act is based on the most recent regularly prepared financial statements prior to the time of closing of an acquisition, and, accordingly. (ii) it is not necessary to project the net sales

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Please confirm that a understanding of the criteria for determination of annual net sales for purpose of the filing requirements under the Act as set forth in this paragraph is correct.

You stated in our telephone conversation that the FTC does not commit to

letter or the Acquisition. Thank you for your courtesy and prompt consideration of this matter.



11/15

Because the acquisition is one transaction, the company man relue on

Twhen it begins consummating The deal.

