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VIA FAX 202 326 3604

ROOM 303
Federal Trade Commission
Washington, D.C. 20580

Request of the Commission and Federal Government
to release under the Freedom of Information

Re: [Redacted]

Dear Ms. Ovuka:

We represent [Redacted]
in connection with the proposed acquisition (the "Acquisition") by [Redacted]
I.L.C. [Redacted]

The purpose of this letter is to obtain confirmation of our telephone discussion on
September 22, 1995 regarding whether [Redacted] must 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, you preliminarily concluded that [Redacted]

The Acquisition.

[Redacted] have entered into a letter agreement dated August 3, 1995,
setting forth 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.

[REDACTED]

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

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 classification of assets (real and personal property in connection with [REDACTED] franchises) are identical for both phases of the closing; and (v) the ultimate parent entity for each of the acquiring party and the acquired party for the entire Acquisition is the same for both phases of the closing.

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

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

[REDACTED]

The annual net sales of [REDACTED] (including the annual net sales of all consolidated and unconsolidated entities controlled by [REDACTED]) also do not meet

sales of [REDACTED] including [REDACTED] net sales from and after the closing of the first phase 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 [REDACTED] 006

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Please confirm that [redacted] 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 writing any of its decisions in response to [redacted]

[redacted] you have any questions regarding this letter or the Acquisition. Thank you for your courtesy and prompt consideration of this matter.

Very truly yours,

cc: [redacted]

11/15

Because the acquisition is one transaction, the company may rely on [redacted] at 12/05

when it begins consummating the deal.

[redacted]