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For Assistance, Please Call The Sender At The Number Shown Below

TO:

Hy Rubinstein

COMPANY: HSR Enforcement Division

FAX:

1-202-326-2050

PAGES:

Cover Plus 2

FROM:

PHONE:

RE:

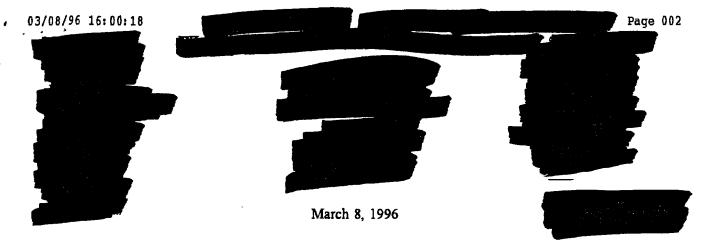
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Telecopy Transmittal Cover Sheet

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Mr. Hy Rubinstein
Hart-Scott-Rodino Enforcement Division
United States of America
Federal Trade Commission
Pennsylvania Avenue at 6th Street, N.W.
Washington, D.C. 20580
BY FAX (202) 326-2624 and
(202) 326-2050

Dear Mr. Rubinstein:

This is to request your advice with respect to the filing requirements of a transaction in which my client is considering engaging. I made an informal inquiry over the telephone, and if the answer I was given then is, in fact, the correct answer, then the costs of the Hart-Scott-Rodino filings which would be required are going to persuade the

however, I thought I would restate the question in writing to make certain that the answer

Three companies, "A", "B" and "C", are engaged in the manufacture and sale of Widgets. Their assets and gross sales are as follows:

Chalman	Cross-Americal Solos	Assat Value	7
В	120,000,000.00	45,000,000.00	

A, B and C would either like to merge into a new entity, "D", or if there are either tax or Hart-Scott-Rodino advantages to doing so, they could all merge into a single

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get stock in a proportion yet to be agreed upon. In any case, each of them would be receiving stock as a result of the deal with a value in excess of \$15 million, and almost certainly each of them would be receiving at least 10% of the stock in the resulting entity.

When I made my original telephone inquiry to the Rederal Trade

To my surprise (and my client's consternation), your response was that we would have to do six Hart-Scott-Rodino filings, as follows:

C would file on account of its acquisition of A

They have come back to me and said, you must have heard the man wrong, or you must not have explained it to him properly."

So, my question is, how many Hart-Scott-Rodino filings would be required on account of this proposed transaction?

Very truly yours,

