



## VIA HAND DELIVERY

Mr. Patrick Sharpe Compliance Specialist Federal Trade Commission Bureau of Competition Pre-Merger Notification Office Room 301

## Dear Patrick:

This letter will confirm that the following transaction will not be reportable under the Hart-Scott-Rodino Antitrust Improvements Act:

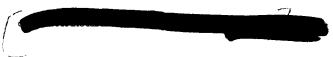
September 13, 1996

Company A and Company B propose forming a joint wonture

below \$15 million, it is contemplated that Company A and Company B will during the first 2 to 3 years of the JV each contribute \$8 million, for a total of \$16 million. Company A will obtain a 51% interest in JV and Company B will obtain the

member committee that will consist of one Company A executive and one Company B executive. The JV will lease its workforce from Company A and Company B.

Based on our telephone conversation, it is my understanding that the size-of-parties test and size-of-transaction test will be met



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by the above-described transaction. Under 16 C.F.R. § 801.40, the size of the parties test is met if JV will have total assets of \$10 million or more, regardless of when the parties actually contribute

corporation of an energy resembling a corporation in governance and

B will not be obtaining voting securities, but instead membership

Please let me know as soon as possible if you disagree with the analysis stated for the above described transaction. As always, I appreciate you assistance in this matter. Best regards

called 1 9/13/96
I concur with this letter
(PS)