801.40

[redacted]

September 13, 1996

VIA HAND DELIVERY

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

Dear Patrick:

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

> Company A and Company B propose forming a joint venture [redacted] 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 [redacted] 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

[redacted]

[redacted]

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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 [redacted]

agreed

B will not be obtaining voting securities, but instead membership [redacted]

* * *

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 [redacted]

[redacted]

called [redacted] 9/13/96
I concur with this letter
PS

[redacted]