

[REDACTED]

November 25, 1996

**CONFIDENTIAL**

Mr. Victor Cohen

W.A. RAGAN/MLH

1100 Merger Notification Office  
Bureau of Competition, Room 303  
Washington, D.C. 20580

Dear Mr. Cohen:

A client is contemplating restructuring before selling voting securities of a newly formed subsidiary to a third party ("Buyer"). The client's current corporate structure is diagrammed in Exhibit 1. The individual shareholders are twenty-two (22) natural persons and no one controls Corp. A and LTD. Moreover, the individuals hold the same number of voting securities of Corp. A as they hold limited partnership units of LTD (25, 10) and in the same proportion (each individual shareholder holds the same number of LP units and Corp. A voting securities). Thus, as you can see in the diagram, everything is ultimately owned by the individual shareholders, although LTD is the ultimate parent entity of LTD, Corp. A and Corp. B.

In a series of transactions which will occur on the same day, the client plans to achieve

[REDACTED]

"merger" is needed to transfer licenses and permits without obtaining new authorizations or consents. Once the requisite assets, licenses and permits are in Newco, Corp. A and Corp. B will sell the Newco voting securities to Buyer (we recognize that this transaction may be reportable).

*[Handwritten initials]*

*see next page*

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We believe that the restructuring of the client (as outlined) does not present a reportable transaction (assuming the commerce test, size-of-the-person test and size-of-the-transaction test are met) based on the definition of the term "person" in § 801.1(a) and the application of exemptions § 7A(c)(3) and (10) of the Act, and § 802.30, Intraperson Transaction.

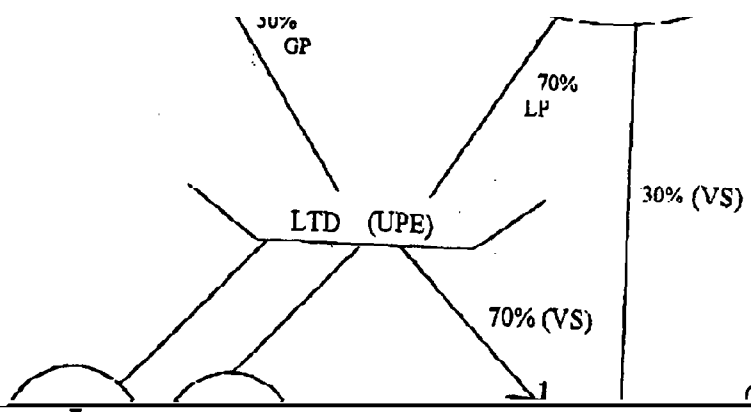
I would appreciate your calling me [redacted] to discuss this matter at your convenience.

Very truly yours,

[redacted] (partnership)  
When Corp A acquires the remaining 70% interest in LTD  
it has acquired the LTD assets & creates a fiscal year.  
Since the partnership is collapsed Corp. A may place the  
assets into various subsidiaries without making an acquisition.  
The sale of Newco may be reportable if size test (RSK  
Act) are met.  
RS agrees

[redacted]

Corp B



[Redacted box]

1) BECOMES OWN UPE  
+ UPE OF LTD

Corp B

2) TRANSFERS ASSETS

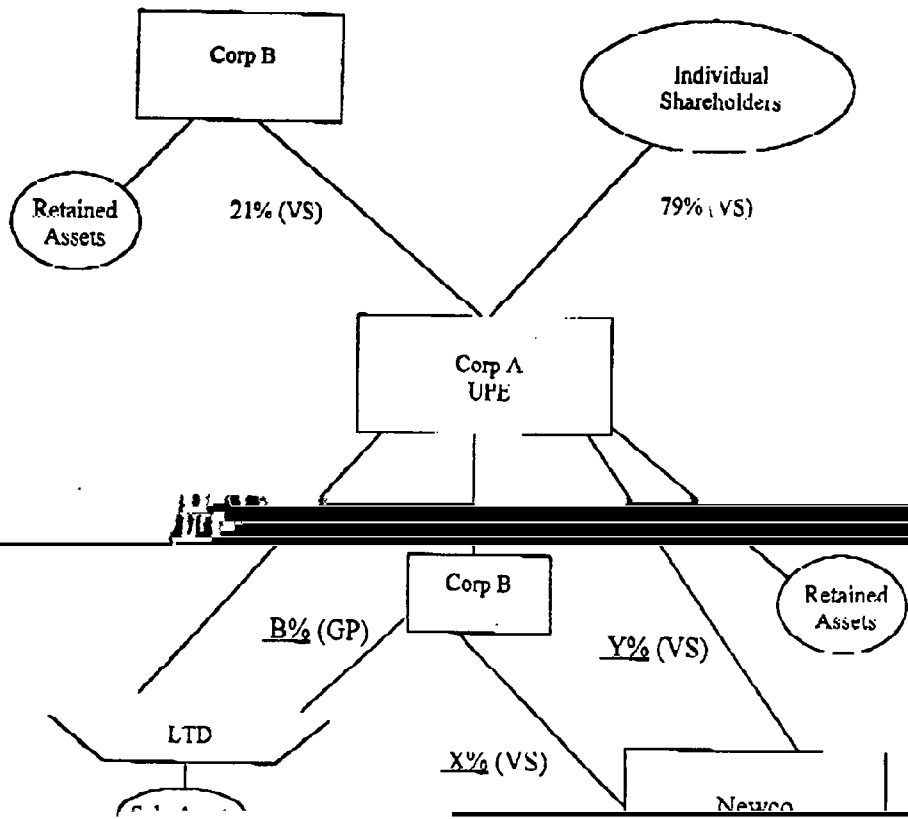
(TO BE RETAINED) FROM LTD TO B

3) MERGES LTD INTO NEW UPE  
+ MERGES UPE TO 3<sup>RD</sup> PERSON

- LTD - Limited Partnership
- GP - General Partnership Units
- LP - Limited Partnership Units
- VS - Voting Securities
- UPE - Ultimate Parent Entity



Exhibit 2



A + B = 100%  
 X + Y = 100%