

## February 24, 1998

VIA FACSIMILE TRANSMISSION (202) 326 2624
Joseph Krauss, Esq.
Premerger Notification Office
Bureau of Competition
Federal Trade Commission
Sixth and Pennsylvania Avenue, N.W.
Room 303
Washington, DC 20580

Re: Premerger Notification Analysis Issue

Transaction Number

Dear Mr. Krauss:

Improvements Act of 1976, as amended ("TISR Act") and the rules promulgated thereunder the property of the acquisition by a subsidiary of the property of the

This letter is to confirm the information in our mobiles of fulcabons were re-

For purposes of this inquiry, we have assumed that **Table** and in excess of \$100 million in sales for the most recent year and the seller of the New Franchises has in excess of \$10 million in sales and assets.

The seller of the New Franchises is the Estate of Through a bidding process, the

bidding for the remaining five franchises held by the send the send the made their

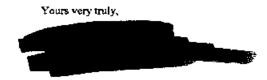
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solely to the acquisition of the Acquired Franchises. On January 30, 1998, early termination of the HSR Act waiting period was granted.

On February 12, 1998, carried that because of difficulties with the original

a separate transaction from the acquisition of the Acquired Franchises, and as such must satisfy the HSR Act's Size of Transaction requirements in order to be reportable under the HSR Act.

Should you have any questions, or if our understanding is incorrect, please contact me at your earliest opportunity. The assistance and guidance that you have provided in this matter are very much appreciated.



Confirmed up united that acquisition of new franchis "
until be looked at an a segenter transaction fore
provided fled transaction and theololds made be applicable.

It will did not new franchis could not be regarded.

Then acquisition of the new franchis could not be regardable.

Then acquisition of the new franchis could not be regardable.