

[REDACTED]

Fax Transmission

Date: March 30, 1998

To: Nancy Ovuka

Fax Number: (202) 326-2624

From: [REDACTED]

Sender's direct line: [REDACTED]

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[REDACTED]

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ST. LOUIS

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March 30, 1998

VIA TELECOPIER

Nancy Ovuka, Esq.
Pre-Merger Notification Office
Federal Trade Commission
Washington, D.C.

Applicability of H-S-R Premerger Notification Requirements

Dear Ms. Ovuka:

1. Company A is a corporation in a service industry with sales of under \$10 million and few assets. All of the stock of Company A is owned by a single individual ("Individual A") who probably has net worth in excess of \$10 million. We have no reason to

believe that Individual A is a "person" under the Act. Company A is a corporation with sales of under \$10 million and few assets in excess of \$10 million. A single

3. Company B wishes to acquire Company A and a letter of intent has been signed for a stock deal with consideration (all stock) valued at \$9,375,000.

4. Company B is planning an initial public offering, which will require consolidation of the various companies constituting Company B under a single holding company.

5. Company B's accountants have recommended that Company A be the consolidation vehicle. To accomplish this, Company A will establish subsidiaries mirroring each of the companies (with the exception of second tier subsidiaries) that constitute Company B, which companies will be merged into the new subsidiaries.

*Counsel claims
each is its own
VPE and doesn't meet
the size-of-person t*

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transaction does not meet the size of transaction test and, in the second case, because it is an intra person transaction.

8. While we believe that the result should be the same (no premerger notification required) for the combined transactions, because combining the two transactions into one creates some interpretative issues, we seek guidance from the Commission.

Please call me at [REDACTED] to discuss this. Many thanks for your helpfulness.

Sincerely,

[REDACTED]

[Handwritten signature]

RS Coors