

Fax Transmission

Date:

March 30, 1998

To:

Nancy Ovuka

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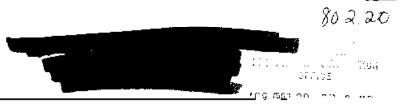


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March 30, 1998

VIA TELECOPIER

Nancy Ovuka, Esq. Pre-Merger Natification 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") who probably has not worth in excess of \$10 million. We have no reason to

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- 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.
- 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.

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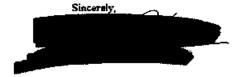
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transaction does not meet the size of transaction test and, in the second case, because it is an intraperson transaction.

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 discuss this. Many thanks for your helpfulness.



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RS careurs