

FACSIMILE COVER SHEET

TO: Alice Villavacencia	FAX NO: (202) 326-2624
2.2123 Code, 132345	Inne: 0.000.m.
FILE NO: NUMBER OF PAGES INCLUDING COVER SHEET: 3	

<u>MESSAGE</u>

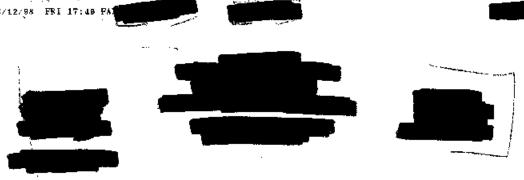
Please see the attached letter.

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June 12, 1998

via facsimile no. (202) 326-2624

Ms. Alice Villavacencia Premerger Notification Office Bureau of Competition, Room 303 Federal Trade Commission 6th Street and Pennsylvania Avenue, N.W. Washington, D.C. 20580

Size of Party to Transaction pursuant to 15 C.F.R. 801.11

Dear Ms. Villavacencia:

In accordance with our conversation on June 11, 1998, the following is a summary of the transaction which we discussed. I would appreciate your opinion of whether the acquiring party satisfies the size of the party requirements pursuant to the Hart Scott Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act").

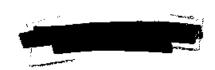
Our client has formed a holding corporation ("Holding Company") and two whollyowned subsidiary corporations of the Holding Company ("Sub-1" and "Sub-2", respectively) in order to acquire a wholly-owned subsidiary (the "Target") of another corporation (the "Target's

Company is the ultimate parent entity of Sub-1 and Sub-2. Each of Holding Company, Sub-1 and Sub-2 are newly formed entities which prior to the consummation of the transactions described herein and the financing therefore have only nominal assets.

The acquisition of the Target will occur in two stages. The later stage will occur within hours of the former (as soon as the cash payment described below is received by the Target). In by Sub-170 the Target in the Tace amount of the receivables which is anticapated to be



Ms. Alice Villavacencia June 12, 1998 Page 2



has been received by the Target, the Target will be merged with and into Sub-2 with Sub-2 being the surviving corporation. The Holding Company has no other assets attributable to it other than as is set forth above.

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I would appreciate any written confirmation you are able to provide with respect to this products. Blease provide your response to me vio factionile no. In the event that

Called writer to confine

Am/ 6/16/98

¹The receivables are being purchased in this manner for bond fide tax planning purposes & and in order to satisfy certain requirements of the lender.