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July 6, 1999

VIA FACSIMILE  
202-326-2624

Michael Verne, Esq.  
Pre-Merger Notification Office  
Bureau of Competition

Room 303  
6<sup>th</sup> Street Pennsylvania Avenue, N.W.  
Washington, DC 20580

Dear Mr. Verne:

This letter is being sent to you in connection with a Hart-Scott-Rodino Pre-Merger Notification and Report Form regarding the acquisition by Corporation A of all of the issued and outstanding capital stock of Corporation B, through a merger transaction (the "Merger"). Corporation B is a holding company which owns, as its sole asset, 75 percent of the membership interest in Limited Liability Company X. The other 25 percent membership interest in Limited Liability Company X is owned by Corporation Y, a subsidiary of Corporation A.

Pursuant to the Merger, a wholly owned subsidiary of Corporation A will be merged with ~~and into Corporation B, with Corporation B surviving as a wholly owned subsidiary of Corporation A.~~

Merger Consideration will be increased to \$80 million.

There are 5 shareholders of Corporation B, 3 of whom own 26% percent of Corporation B's stock each (each a "Significant Shareholder") and 2 of whom own 10 percent of Corporation B's stock each (each a "Ten Percent Shareholder"). We believe that none of the shareholders of Corporation B are required to file a Hart-Scott-Rodino Pre-Merger Notification and Report Form in connection with their acquisition of the stock of Corporation A through the Merger for the

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Michael Verne  
July 6, 1999  
Page 2

reasons stated below and seek confirmation of this conclusion from your office at your earliest convenience.

Significant Shareholders

Assuming that each Significant Shareholder meets the threshold reporting levels of the

exemption, the following facts should be considered:

1. No Significant Shareholder will be a director or officer of Corporation A or have any involvement of any kind, or intend to participate, in the management of Corporation A's business;
2. After the consummation of the Merger, although each Significant Shareholder will be involved in the day to day operation of Limited Liability Company X's *in their separate interests of the C. Co. with some and others separately with the C. Co.*
3. Limited Liability Company X is not a significant asset of Corporation A in terms of the size and scope of their respective operations; (a) Corporation A's and Limited Liability Company X's net sales for 1998 were \$4,345,000,000 and \$105,535,527, respectively; (b) Corporation A's and Limited Liability Company X's *net sales for 1998 were \$4,345,000,000 and \$105,535,527, respectively.*

Corporation A's outstanding voting securities.

Ten Percent Shareholders

No Ten Percent Shareholder will be required to file a Hart-Scott-Rodino Pre-Merger Notification and Report Form since the Ten Percent Shareholders will receive shares of Corporation A

Michael Verne  
July 6, 1999  
Page 3

Very truly yours,

*Michael Verne*  
7/6/99

SIGNIFICANT