

801.2(a)(2)

August 10, 1999

BY HAND

Mr. Michael Verne
Premerger Notification Office
Federal Trade Commission
6th & Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Re: Section 801.4 of the Hart-Scott-Rodino Rules

Dear Mr. Verne:

I write to confirm our telephone conversation today in which you advised that your Office interprets Section 801.4 of the Hart-Scott-Rodino ("HSR") Rules, 16 C.F.R. §

In the primary transaction, our client () and () intend to combine their respective businesses into a newly-formed corporation ("Parent"). The consolidation will be accomplished by a "merger of equals" in the following form: (1) A wholly-owned subsidiary of Parent will be merged with and into () with () the surviving corporation. (2) A second wholly-owned subsidiary of Parent will be merged with and into () with () the surviving corporation. (3) Each outstanding share of

holds such minority interests, the indirect "acquisition" of those minority holdings may be separately subject to HSR filing requirements. Example 6 under that section suggests that persons in a consolidation may be deemed to have such secondary acquisitions within the

