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BY HAND

Mr. Michael Verne Premerger Notification Office Federal Trade Commission 6<sup>th</sup> & 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 A

") 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 with the surviving corporation. (2) A second wholly-owned subsidiary of Parent will be merged with and into 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

Mr. Michael Verne August 10, 1999 Page 2



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and thus do not hold minority interests in the same thirdparty issuer, and thus do is not required to make a secondary acquisition HSR filling.

Thank you for your time and help today to discuss your Office's informal interpretation with me. If this letter does not accurately summarize the advice that you gave me and the position of your Office, I ask that you please contact me promptly.



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