

FILE

May 1, 1981

Premerger Notification Office  
Room 301  
Federal Trade Commission  
Washington, D.C. 20580

Attention: Wayne Kaplan

Gentlemen:

The purpose of this letter is to confirm conclusions reached in a telephone conversation between Wayne Kaplan of your office and the undersigned on concerning the size-of-the-parties test under the Hart-Scott-Rodino Antitrust Improvements Act (the "Act") as it applies to a proposed acquisition by our client described below.

Our client, an individual, proposes to acquire a company (the "Target Company") which has annual net sales or total assets of [REDACTED] or more. To effect this acquisition, our client will form a new corporation (the "Acquiring Company") to which he will contribute approximately [REDACTED] of equity capital. Our client will own 100% of its stock. The Acquiring Company will not have a regularly prepared balance sheet available prior to its proposed acquisition.

To finance the acquisition, the Acquiring Company will obtain a loan from a third party in the principal amount of approximately [REDACTED]. This loan will be secured by assets of the Target Company. These monies, together with the contributed capital of approximately [REDACTED] and a note of the Acquiring Company in the principal amount of approximately [REDACTED] will be used to purchase all of the outstanding common stock of the Target Company and to pay certain related expenses.

Our client has total assets of less than [REDACTED] taking into account investment assets, voting securities and other income-producing property that he, his wife and minor children hold, and the assets of all entities that he, his wife or minor children control directly or indirectly.

We understand on the basis of our telephone conversation that, if the proposed acquisition is completed in the manner described in this letter, the Commission would not take the position that a premerger notification filing under the Act is required, because our client does not meet the size-of-the-parties test thereunder. Accordingly, we request that you contact the undersigned immediately by telephone at \_\_\_\_\_ if our understanding is incorrect.

Very truly yours,

5/7/83  
and informed her that the Commission would not  
take the full position on that the size of  
the parties of many firms company is not  
mentioned. I understand from our earlier  
conversation that you ~~with~~ with that  
that the client would be ~~with~~ with  
I suggested that you ~~submit~~ submit a  
letter with that added as an explanatory  
part.

Wayne Sullivan

Not certain if filing required

Not clear if acqy co is of  
single.

individuals will form  
new company to make  
acquisition - <sup>with other parties</sup> <sub>on formation</sub>

- will use  
from a third party company.

No regularly prepared  
balance sheet.

MM acquisition

~~ca~~ I told him it is not  
reportable.

He may write a letter to  
confirm.

5/2/83.

~~Handwritten scribbles~~

[Redacted]

[Redacted]

[Redacted]

present file per Acq of

another filing - Acq of assets  
Piscineville complex I

Wants to offer legal loan  
to Indian transaction

Annual paid activities  
may be beneficial & of  
interest &

2. Indian's issue process  
& without assets +  
used him to make voluntary  
concession to Indian's possession  
described from

I told him the attorney  
inquired with possibly contact  
them

I received it as information to  
use in to Indian's transaction  
to pay + agreement.

5/2/83

Rtd call/ [redacted]

reprints cable co.  
purchasing cable co. assets

- value of assets

over 15 MM  $\therefore$  <sup>both</sup> must file with

Send Regs To

~~\_\_\_\_\_~~ ~~\_\_\_\_\_~~

B Co has subed - C

A will buy C's assets or shares

Item 1 - UPE is B in ~~\_\_\_\_\_~~ -

Item 6 -

went through form + answered  
questions re items  
plan or both too fast to  
recall all to

8032(b)

C/O

~~\_\_\_\_\_~~  
~~\_\_\_\_\_~~

Please return this note to me.

5/2

[Redacted]

Item 3 assets

selling division -

Q is, which of the  
assets is O sold  
selling, which division is  
asset of division A.  
Assets. to  
X told him it was  
better.

2/4

[Redacted]

called again  
to say that response  
was not limited to 5-9; could  
part be as a case Co - 2 permit  
part 803.200 - talk to be  
about future new items for 5-9  
+ must in civil case + submit  
new agreement + certification  
for same and get it in.

5/3/83

[REDACTED]

not being - size of parcels  
- acq co is shell -  
owned by 3 individuals  
- value of less than [REDACTED]

[REDACTED] 14M -

After a date of closing  
will be [REDACTED] 14M in size and  
to new subscriptions -  
size of stock  
part of money is being  
removed.

has quickly prepared balance  
sheet showing entry to 1982,  
I took on it. Will not file  
unless I call him & tell him  
otherwise.

if he to bring the agreed  
that a regular balance sheet is  
key - the need to file



5/4/83



Summary of parties

Natural Person is A  
+ is acquiring a  
co B which is worth  
more than 15 million -  
assume A is sole intell -  
assite -  
acquiring interest of B -  
with 28 MM  
A will be minor fund.

B agrees to pay her  
the full bill at just  
before closing

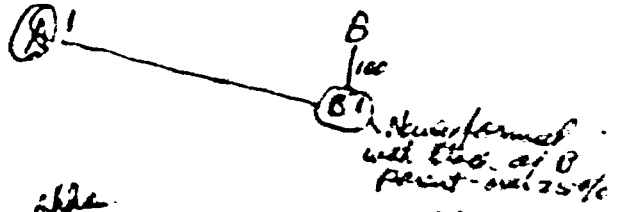
~~agents~~  
may want letter

5/11/53

~~\_\_\_\_\_~~

Atty in Atlanta

acquiring + additional  
reverse transaction merger



~~100%~~  
 A gets 45% of B parent  
 B1 gets 100% of A.

A + B are architectural engineering

B files as acqy co

A files as acquired co.

Shares are under \$15,000 each + exempt

5/4/53

[Redacted]

1- <sup>102</sup> ~~Q~~ foreign reports into U.S.

Q no. 100 8's reports into U.S

(no sales of price)

(w/ sales)

has to be included in answer  
to 5-9 of Report from wire  
to do making an application

in 503.20(1) which affirms not  
to ~~include~~ report to 5,7,8 & 4 in  
article 6 witness @ would be correct.

Review of report by U.S. SIC  
will categorize its use to  
report it for consistency purposes  
& include may mean etc. & not 1)

[REDACTED]

8011 (c)(1) paid re trusts  
which held in trust  
re annuities (3) + (4)

Beneficiary of 5% beneficial  
interest  
in any case trust held on  
beneficiary

Case: all stock of which in trust  
trust has no other assets