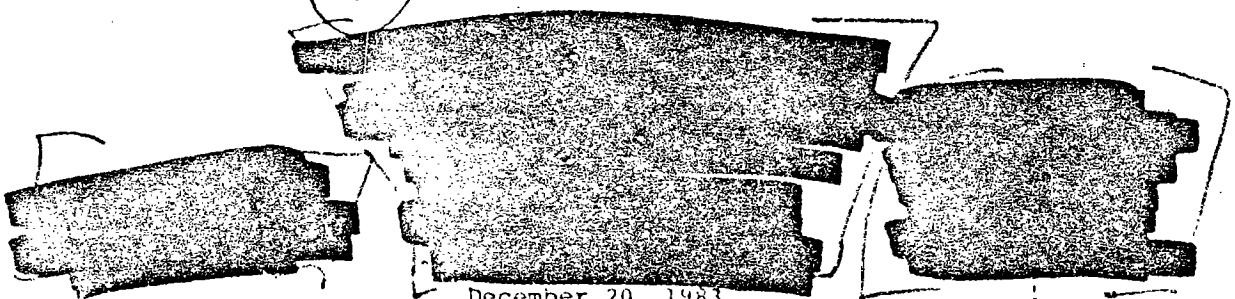


PS



December 20, 1983

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

Attn: Patrick Sharpe, Esq.


Dear Mr. Sharpe:

This letter will serve as a confirmation to our several telephone conversations this past two weeks. In these conversations, we discussed the following hypothetical: Corporation A and Corporation B are entities which meet the size-of-the-person test of the Rules of the Federal Trade Commission under section 7A of the Clayton Act ("the Rules"). Corporation A is 100 percent "controlled" by individual I and Corporation B is "controlled" 100 percent by individual J according to the Rules, and I and J meet the size-of-the-person test as well.

A partnership will be formed, wherein A will have a 60 percent interest and B will have a 40 percent interest, to purchase a majority of the voting securities of Corporation X. X meets the size-of-the-person test under the Rules. The consideration paid by the partnership for the shares of X meets the size-of-the-transaction test under the Rules.

A and I have some relation to B and J. However, neither A, nor I, "control" B or J as that term is defined under the Rules. Likewise, neither B, nor J, "control" A or I. The partnership which will be formed will simply pass through the monies provided to it by the partners to the seller as consideration for the voting securities of X. There will not be left over in the partnership assets of \$10 million or more, and, of course, the partnership has had no sales.

*[Faint, illegible text at the bottom of the page, possibly a stamp or signature.]*

  
Premerger Notification Office  
December 20, 1983  
Page 2

As we discussed, this transaction would not be a reportable one under the Rules and the Hart-Scott-Rodino Antitrust Improvements Act of 1976 ("the Act") since, according to the Federal Trade Commission's interpretation of the Rules and the Act, the partnership making the purchase in this situation would not meet the size-of-the-person test under the Rules.

If, to your recollection, this does not accurately reflect our recent conversations, please let me know.

Very truly yours,

