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

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Dear Mr. Kaplan:

Thank you for taking the time earlier today to discuss with me a question of applicability of the Hart-Scott-Rodino notification requirements. I am writing this letter to confirm my understanding of the advice that you gave me.

I described the following situation: Corporations X and Y agree that (1) Y will sell to X the 82% of the stock of Z currently owned by Y, and (2) X will, by tender offer, attempt to acquire the remaining 18% of the stock of Z currently held by the public. The 18% of the stock of Z currently held by the public would be valued, under Premerger Notification Rule § 801.10(a), at less than \$15 million. The acquisition of that 18% (or such lesser amount as is tendered) would not bring the value of X's holdings in Z to above \$15 million. You confirmed my belief that, under these circumstances, the Hart-Scott-Rodino requirements would not apply to the tender offer portion of the transaction, whether it is consummated before or after X's purchase of stock from Y. (Of course, I recognize that those requirements would apply to the purchase from Y.)

Wayne Kaplan, Esq.

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Please advise if any of the foregoing is inaccurate.

Thank you very much.

Very truly yours,

