

May 14, 1984

Mr. Patrick Sharpe  
Compliance Specialist  
Premerger Notification Office  
Bureau of Competition  
Federal Trade Commission  
Washington, D.C. 20580

Re: [REDACTED]

Dear Mr. Sharpe:

Pursuant to our telephone conversation on Friday, May 10, 1984, this is to advise you that [REDACTED] a Delaware corporation [REDACTED] intends to acquire certain assets of [REDACTED] and [REDACTED] each a [REDACTED] collectively, [REDACTED]

The acquisition will be accomplished through two separate transactions. First, [REDACTED] will purchase directly from [REDACTED] certain proprietary assets, the purchase price of which will be \$2,100,000 in cash and a promissory note of [REDACTED] in the principal amount of \$250,000. [REDACTED] will purchase from [REDACTED] [REDACTED] a bank organized under the laws of [REDACTED] certain inventory, equipment and other assets which shall have been transferred to the Bank by [REDACTED] in satisfaction and reduction of certain secured obligations of [REDACTED] to the Bank. The purchase price for these assets will be the sum of (i) \$2,414,612 and (ii) the lesser of (a) R-H's cost of acquiring the inventory assets being sold or (b) the net realizable value of such inventory assets. The parties expect that the amount to be paid for the inventory assets will not exceed \$3,500,000. Therefore, the total consideration that will be paid by General Time in acquiring all of the assets is not expected to exceed \$8,300,000.

called 5-17-84  
I concur

This material may be subject to  
the confidentiality provision of  
Section 7A (b) of the Clayton Act  
which restricts release under the  
Freedom of Information Act.

[REDACTED]  
Mr. Patrick Sharpe

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We believe that [REDACTED] is not required to file a premerger notification in connection with these transactions because of the minimum dollar exemption set forth in 16 C.F.R. §802.20 promulgated under the Clayton Act, 15 U.S.C. §18a.

Very truly yours,  
[REDACTED]

[REDACTED]

Please let me know by  
Monday ~~at~~ April 2, 1984, if you  
disagree with my analysis.

Patrick Sharpe

Patrick,

I agree with you that the deal is  
not specific inter-intra person. We could  
discuss with the applicability of (EX1) for  
the last 1000 resources. The, maybe  
if, it. However, it was, they are responsible, as  
you say, because they have to be engaged to  
work the stock of our line.

Each one, you could, still see him for 5 hours and the  
label - he was informed that you were a lawyer.

SA 4-2-84

