

801.2(d)

June 26, 2000

**By Facsimile**

Mr. B. Michael Vorne  
Premerger Notification Office  
Room 303  
Federal Trade Commission  
6th Street & Pennsylvania Ave. NW  
Washington, DC 20580

Re: Request for Clarification of Informal Ruling In Response To  
My June 16 Fax

Dear Mr. Vorne:

Before calling Nancy Ovuka to arrange for the filing on the closed transaction that I described in my June 16 fax, I would appreciate your clarifying whether we should file on behalf of only a single pair of acquiring and acquired persons or two of each.

My impression, which may have been mistaken, in our conversation on June 20 was that the acquiring person would be Group, Inc., after it had become a \$100 million player through acquisition of A, and the acquired person would be B. Because the FTC treats this sort of transaction as a consolidation, however, I wonder whether § 801.2(d)(2)(iii) applies. That section states:

All persons party to a transaction as a result of which all parties will lose their separate pre-acquisition identities shall be both acquiring and acquired persons.

In reality, A, B, and C did not "lose their separate pre-acquisition identities," but they did become wholly-owned subsidiaries of Group, Inc.

It seemed appropriate to put this follow up question to you rather than to Ms. Ovuka in light of the time you have spent in answering my original inquiry. Again, thank you for your help.

ONLY ONE FILING IS REQUIRED.  
WHEN MORE THAN TWO ENTITIES ARE INVOLVED IN A CONSOLIDATION,  
THE ACQUISITIONS MAY BE ORDERED TO MINIMIZE THE NUMBER OF FILINGS AS LONG AS ONE IS REPORTED.

Sincerely,  
[REDACTED]

B. Michael Vorne