Sent by: [redacted]

7A(a)(3)

[redacted]

FILE NO.

August 27, 2001

BY FACSIMILE 202-326-2624

Nancy Ovuka, Esq.
Federal Trade Commission
Premerger Notification Office
Room 203
600 Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Re: Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the "Act") – Premerger Notification

Dear Ms. Ovuka:

The purpose of this letter is to obtain your confirmation that, based upon the facts as described below, no premerger notification is required to be filed with the Federal Trade Commission and the Department of Justice regarding the proposed mergers described below. During our conversations of July 24 and July 25, 2001, you stated your preliminary conclusion that a filing is not required because the mergers do not exceed the Act's "size-of-transaction" threshold of $50 million.

Each of "A," "B" and "C" is a United States corporation whose stock is publicly owned and traded on a national securities exchange or The Nasdaq National Market. One individual has the right to elect a majority of B's directors, and B owns a majority of C's outstanding stock. B also owns a minority of A's outstanding stock, and A and C hold minority stock positions in each other. No one individual (or group of individuals acting in concert) owns a majority of A's stock or is entitled to elect a majority of A's directors.

A currently has a class of voting common stock and a class of nonvoting common stock, each of which is listed and publicly traded. A newly formed subsidiary of A will merge into B, and B will thereby become a wholly owned subsidiary of A. By virtue of the merger, A will acquire all of B's outstanding common stock (which consists of two classes), and B's common shareholders will acquire nonvoting common stock in A.

[redacted]

Another newly formed subsidiary of A will merge into C, and A will acquire all of C's outstanding common stock in the merger. Holders of C's common stock will acquire nonvoting common stock in A in the merger. C's outstanding voting preferred stock, which is owned entirely by A and B, will not be affected by the merger. After the merger, therefore, A and B will continue to hold their shares of preferred stock in C.

The aggregate value of the voting securities of B and C that will be acquired in the two mergers by A is less than $50 million, and the aggregate value of the securities of A that will be issued to shareholders of B and C in the mergers is less than $50 million. The aggregate value of (i) the voting securities of C that are currently held by A and (ii) the voting securities of B and C that will be acquired in the two mergers by A is also less than $50 million. A does not currently hold any of B's outstanding stock, and no other consideration will be issued by A in exchange for the securities of B and C that it will acquire in the mergers.

For purposes of this letter, you can assume that each of B and C has total assets in excess of $100 million and that A has total assets in excess of $10 million. However, A will not own any of the assets of B or C after the merger other than indirectly through its ownership of the outstanding stock of B and C.

If you have any questions about this letter, please call me at [redacted]

Very truly yours,

[redacted]

cc: [redacted]

8/29
Confirmed advice w/ writer

[redacted]