

[REDACTED]

July 10, 1991

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John M. Sipple, Jr., Esq.
Chief, Premerger Notification Office
Federal Trade Commission
Washington, D.C. 20580

Dear John:

I am writing to confirm our telephone conversation this morning.

As I explained to you, corporation A wants to acquire assets from corporation B. Corporation B is a wholly-owned subsidiary of corporation C, which in turn is wholly-owned by general partnership D. The general partners in D are individual E, who has a 40% interest, and limited partnership F, which has a 60% interest. The general partner of limited partnership F is individual G, who has a 2/7 interest in F. The limited partners in F are individual H (G's wife) and individuals I, J and K, who are adult children of G and H. Individual H (G's wife) has a 2/7 interest in F, and each of the other three individuals, the children, has a 1/7 interest in F.

General partnership D intends to distribute the shares of corporation C to D's partners, i.e., 40% to individual E and 60% to limited partnership F. Limited partnership F, in turn, intends to distribute the shares of corporation C it receives to its partners, individuals G, H, I, J and K, in accordance with their respective partnership interests. These distributions will be completed before corporation A acquires any assets from corporation B. After these distributions, corporation C will still own all the shares of corporation B, and no person will own or control 50% or more of the shares of corporation C.

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Page 2

Mr. John Sipple
July 10, 1991

You agreed that under these circumstances, corporation C will be the ultimate parent entity of the acquired person for Hart-Scott-Rodino purposes.

Thank you for once again providing such helpful and prompt assistance.

Best regards.

Sincerely,

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Called on 7/18 = confirmed ~~per~~ advice given.