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80/80/90

[REDACTED]

November 6, 1991

William Schechter, Esq.  
Federal Trade Commission  
6th St. & Pa. Avenue, N.W.  
Washington, DC 20580

Re: [REDACTED]

Dear Mr. Schechter:

As I mentioned to you at the conclusion of our telephone conversation of October 31, 1991, I am sending this letter to you as a follow-up to confirm my understanding that a Pre-Merger Notification filing under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 is not required in connection with the above-referenced transaction.

To reiterate the relevant facts, on [REDACTED] (the "Seller") entered into an Asset Purchase Agreement with [REDACTED], an existing corporation that operates [REDACTED] processing, packaging and distribution facilities. Pursuant to the Asset Purchase Agreement, Seller agreed to sell and [REDACTED] agreed to purchase substantially all of Seller's properties and assets. The aggregate purchase price for all of the assets is [REDACTED]. The assets include real estate, buildings and other improvements valued at an estimated [REDACTED]. The real estate is to be acquired by [REDACTED], an existing general partnership that owns and operates real property, and [REDACTED] will assign its rights to [REDACTED] with respect to the acquisition of the real estate.

[REDACTED] is a corporation owned by four shareholders, each owning 25% of the outstanding common stock of Sathers. [REDACTED] is a general partnership with four general partners, each having a 25% interest in the partnership. The shareholders of [REDACTED] are the same four persons that are the partners of [REDACTED]. I would like to confirm my understanding that because no person controls either [REDACTED], each of [REDACTED] is its own ultimate parent entity and that therefore no acquiring person will hold assets of the acquired person in excess of \$15,000,000 in

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connection with the transaction. Further, because on the facts stated the acquisition of the real property by [REDACTED] has a legitimate business purpose, it is not a transaction entered into for the purpose of avoiding the obligation to comply with the requirements of the Act. As a consequence of all of the foregoing, the filing of Pre-Merger Notification is not required with respect to the above-described transaction.

As we discussed, if you disagree with the conclusions stated in this letter, please let me know so that we can prepare the appropriate filing. Otherwise, I will presume that the conclusions stated above are correct and we will proceed with the transaction on the basis that a Pre-Merger Notification filing is not required.

Very truly yours,

[REDACTED]

cc: [REDACTED]