

802.20

[REDACTED]

January 30, 1992

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NOTIFICATION

BY TELECOPIER

Ms. Nancy Ovuka  
Federal Trade Commission  
Premerger Notification Office  
6th and Pennsylvania, N.W.  
Washington, D.C. 20580

Dear Ms. Ovuka:

This letter confirms our telephone conversation yesterday in which you advised me that a Hart-Scott-Rodino premerger notification is not required in the following circumstances.

Background information. Lender wants to sell cable operator. Ultimate parent entity of acquired person has assets that exceed \$10,000,000. UPE of acquiring person has assets or net sales in excess of \$100,000,000.

Option 1: Asset Sale. Both the fair market value and the purchase price of the assets sold the acquiring person would be \$15,000,000 or less.

Option 2: Stock Sale. The annual net sales and assets of the acquired person are less than \$25,000,000.

You advised me that in each of these circumstances, 16 C.F.R. § 802.20 exempts the parties from the premerger notifications of Hart-Scott-Rodino.

Thank you for your patience and assistance in this matter.

Sincerely,

[REDACTED]

[REDACTED]