802.20(a); 801.10(b)(3)

[redacted]

[redacted]

[redacted]

[redacted]

July 1, 1992

VIA TELECOPY

Richard Smith, Esq.
Premerger Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
Washington, D.C. 20580

Dear Mr. Smith:

This letter will confirm our telephone conversations on June 30, 1992, in which we advised you of a hypothetical acquisition involving the following facts: Company A proposes to acquire 100% of the assets of Company B. Company B's financial statement shows that as of September 30, 1991, it had assets of $9 million, liabilities of $11 million, and net sales of $118 million for the fiscal year ended on that date. In addition to assuming Company B's liabilities of $11 million, Company A will pay Company B $5.00. Company A has determined, in this arm's-length transaction, that the fair market value of Company B's assets is the same as the acquisition price. You advised us that this proposed acquisition would not be reportable under the Hart-Scott-Rodino Act by virtue of §802.20(a) of the Federal Trade Commission's Premerger Notification Rules.

If this does not accurately reflect our conversation, please advise me immediately.

Very truly yours,

[redacted]

[redacted]

7/1/92 - advised [redacted] that transaction is non-reportable as long as financials were within 15 months of closing, which he said they would be. Also, he advised that "fair market value" of assets was deemed by acquiring person to be $11,000,005, the same as the "acquisition price" which includes the assumption of liabilities. RBS