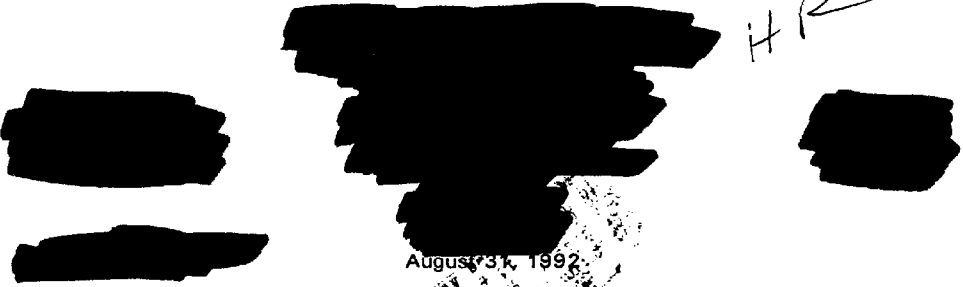


HR 801-1 (FX)



August 31, 1992

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 08-13-92 BY 6032
[illegible]

VIA TELECOPY

Mr. Hy Rubenstein
Premerger Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
6th Street and Pennsylvania Avenue, N.W.
Washington, D.C. 20580

CONFIRMATION COPY

FEDERAL TRADE
COMMISSION
PREMERGER NOTIFICATION
OFFICE
2 1 54 PM '92

Re: Potential Hart-Scott-Rodino Filing

Dear Hy:

Late last month, we spoke regarding a potential transaction that one of our clients was considering. This letter will outline that potential transaction and will confirm our telephone conversation whereby you agreed with us that this transaction was not subject to the reporting requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the "Act").

As we discussed, one of our clients proposes to enter into the transaction outlined below. For purposes of your analysis, please assume the following:

- Company A meets the \$100 million "size of person" test; and
- Partnership A does not meet the \$10 million "size of person" test because it does not have net sales or total assets of \$10 million or more. Partnership A is also its own ultimate parent entity because no entity has the right to 50% or more of Partnership A's profits or the right to 50% or more of Partnership A's assets upon dissolution.

1. Twelve companies (Company 1 through Company 12) each own a minority general partnership interest in Partnership A. These twelve companies together own 100% of the interests in Partnership A, and the minority partnership interest in Partnership A is the sole asset of each of these companies.

Mr. Hy Rubenstein
August 31, 1992
Page 2

2. Company A intends to enter into asset purchase agreements with each of Companies 1 through 12 to acquire each of their respective partnership interests in Partnership A in exchange for which each company will receive voting securities of Company A. The total value of the voting securities which Companies 1 through 12 will receive exceeds \$15 million; no single company will receive in excess of \$3.5 million worth of the voting securities of Company A.

3. Upon execution of an asset purchase agreement with each of Companies 1 through 12, Company A would have the right to acquire 100% of the partnership interests of Partnership A.

We believe that neither this transaction, nor any of its component parts are subject to the reporting requirements of the Act.

Company A's acquisition of the respective assets of Companies 1 through 12 is not subject to the reporting requirements of the Act because the "size of transaction" test is not met, regardless of whether the "size of person" test is met for any of Companies 1 through 12.

Likewise, the acquisition by Companies 1 through 12 of voting securities of Company A is not subject to the reporting requirements of the Act because the "size of transaction" test is not met, regardless of whether the "size of person" test is met for any of Companies 1 through 12.

Similarly, the "assets" acquisition by Company A of the partnership interests of Partnership A is also not subject to the reporting requirements of the Act because Partnership A does not meet the "size of person" test even if the "size of transaction" test is deemed to be met.

We hope that this accurately reflects our telephone conversation of last month. Please call me to discuss this letter at your earliest convenience. My direct number is listed above. I look forward to speaking with you.

Sincerely,

[Redacted signature]

As long as Co. A acquires the partnership interests together. If Co. A acquires them one at a time then Co. A may become the UPE of part. then [redacted] interest will be [redacted].

*called [redacted] and discussed with him.
1.1.#93*