

7A(c)(3)



DATE: November 28, 1994

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FROM:



TO:

Ms. Melea Epps
Premerger Notification Office
Bureau of Competition
Federal Trade Commission

202-326-2050

MESSAGE:

Return Facsimile Number
Operator



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Transmission confirmation: : hrs.

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FEDERAL TRADE COMMISSION
COMMUNICATIONS SECTION


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Venture Partner"). The Company and the Joint Venture Partner have recently entered into an agreement pursuant to which (i) all of the shares owned by the Company will be redeemed by the Joint Venture, and (ii) simultaneously, a third party (the "Third Party") will acquire such number of newly issued shares of the Joint Venture so that the Joint Venture Partner's share ownership will be diluted to twenty-five percent (25%). The funds necessary to consummate the redemption will be obtained by the Joint Venture through bank borrowings, public subordinated debt offerings, and the equity infused by the Third Party. A notification under the Act is required in connection with the acquisition of shares of the Joint Venture by the Third Party.

The Company has also agreed not to compete with the Joint Venture for a period of four years in specified territories with respect to specified products manufactured and sold by the Joint Venture.

You advise  that, under these circumstances, although the Company is currently one of two ultimate parent entities of the Joint Venture, the Premerger Notification Office would deem the redemption of the shares owned by the Company to occur immediately prior to the acquisition of shares by the Third Party (irrespective of the fact that the transactions will occur simultaneously or

[Redacted]

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that technically the redemption might occur immediately after the acquisition), and therefore, at the time of the acquisition by the Third Party, the Company will no longer be an ultimate parent entity of the Joint Venture. Accordingly, the Company is not required to make a filing as an acquired person. You also advised that the redemption would be considered an exempt transaction under Section 7A(c)(3) of the Act.

Please advise me promptly if I have not accurately summarized the position of the Premerger Notification Office. If I do not hear from you before December 1, I will assume that the foregoing analysis is correct.

I would be pleased to answer any questions you might have regarding this transaction or to discuss the matter further.

Thank you in advance of your attention to this request.

Very truly yours,

[Redacted Signature]

BY FACSIMILE

cc: [Redacted]

12/5 - I spoke w [Redacted] and explained the application of 7A(c)(3) to the redemption w/r to each UPE of the JV —