

801.10

[REDACTED]

VIA FACSIMILE

March 21, 2000

Mr. Mike Vena
Premier Notification Office
Federal Trade Commission
Washington, D.C.

Re: Compliance with Hart-Scott-Rodino Antitrust Improvements Act (the "Act")

Dear Mike:

The purpose of this letter is to confirm the oral advice you gave me on behalf of the Premier Notification Office regarding application of the Act to a particular situation. Our client, Company A, proposes (i) to purchase from Company B certain intellectual property, related inventory, trade names, services marks and like assets, (ii) to license certain intellectual property and (iii) to assume certain limited contractual obligations of Company B. Company A and Company B will satisfy the size of person test under the Act.

Company A's license of intellectual property will be an exclusive, irrevocable, worldwide and fully-paid license to such intellectual property for certain enumerated uses.

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In our telephone conversation, you confirmed that, despite the fact that Company B will retain rights in the licensed intellectual property, the license of the intellectual property will nonetheless be viewed as an asset acquisition subject to the Act's jurisdictional tests. The total

EXCLUSIVE
LICENSE

Company A will pay to Company B a fee for the license of the intellectual property and for which no amount is being paid

on a market rate basis.

MR. VENA
STEP

[REDACTED]

Mr. Mike Verne
Premerger Notification Office
March 21, 2000
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After considering the foregoing facts, you advised me that the Premerger Notification Office will not place a value on any of the "assumed" contractual obligations and that the parties can consider the "acquisition price" to be \$15 million. Thus, assuming that the board of directors of the ultimate parent entity of Company A ~~at its decision date~~

~~Company B may proceed without filing under the Act.~~
Company B may proceed without filing under the Act.

Please telephone me at [redacted] if you do not agree with my restatement of our conversation.

Very truly yours

[redacted signature]

AGREE -
B. Michael Verne
3/22/00

N. OVUNA CONCURS.

[redacted]