

04/24/00

802.9

April 24, 2000

Mr. Patrick Sharpe
Compliance Specialist
Federal Trade Commission
Premerger Notification Office
6th and Pennsylvania Avenues, N.W.
Washington, D.C. 20830

Re: Nonreportability of Transaction

Dear Patrick:

This letter will confirm our telephone conversation on April 21, 2000.

approximately 1% of common voting stock in Company B.

with Company B's management. Company A will have no rights to board representation and Company A has no intention of taking an active management role in Company B.

Company B and affiliates of Company B for a service that is not a major cost component for Company B or its affiliates' services. There is no

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Based on the above facts, you agreed that the acquisition of the Company B
trading securities by Company A would be nonreportable under 16 C.F.R. § 802.9 since it is
being made solely for investment purposes. Please call me immediately if I have in any way
misunderstood your advice in this regard.

As always, I appreciate your assistance. Best personal regards.

called [redacted] 1/25/00
I concur with this letter.

(PS)