

PS/01-0263

[REDACTED]
ATTORNEYS AT LAW

[REDACTED]

October 23, 2000

BY FACSIMILE

Michael Verne
Federal Trade Commission
Premerger Notification Office
Room 303
Washington, DC 20580

Re: [REDACTED] Corporation 4(c) Document Search

Dear Mr. Verne:

This letter will confirm our telephone conversation on October 19, 2000 regarding the preparation of the Hart-Scott-Rodino filing in connection with [REDACTED] proposed [REDACTED] and [REDACTED] [REDACTED] the terms of [REDACTED] between [REDACTED] and [REDACTED] that broke down in June 1999. Both [REDACTED] and [REDACTED] sought advice about whether the facts in this matter evidence a "clean break" between negotiations, so that the 4(c) search in connection with this transaction can be properly limited to recent negotiations, not including the time period in which there were prior unsuccessful negotiations.

[REDACTED] [REDACTED] [REDACTED] and [REDACTED] Board of Directors met and rejected [REDACTED] [REDACTED] breakdown of negotiations and rejection of the offer, were widely reported in newspapers and documented in [REDACTED] internal Board minutes.

Many months passed where there were no further substantive discussions between the parties with respect to any potential merger, acquisition or other combination. Some time [REDACTED]

negotiations [REDACTED] and [REDACTED] entered into an Agreement and Plan of Merger, dated as of October 15, 2000.

Based on the facts that we discussed, you advised us that there is enough evidence to support a "clean break" in negotiations that occurred between the parties in 1999 and the current [REDACTED]

[REDACTED]

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[REDACTED]

we will submit those documents as well.

[REDACTED]

this important issue.

Sincerely yours,

[REDACTED]

Cc:

[REDACTED]