75/01-0263

TTORNEYS AT LAW

October 23, 2000

BY FACSIMILE

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

le: Lorporation 4(c) Document Search

Dear Mr. Vernc:

This letter will confirm our telephone conversation on October 19, 2000 regarding the preparation of the Hart-Scott-Rodino filing in connection with the proposed pro

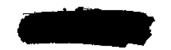
between and and that broke down in June 1999. Both and and sought advice about whether the facts in this matter evidence a "clean break" between negotiations, so that the 4(c) search in connection with this transaction can be properly limited to recent negotiations, not including the time period in which there were prior unsuccessful negotiations.

orenknown of negotiations and rejection of the ofter, were widely reported in newspapers and documented in the 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

negotiations and management 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



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