

[REDACTED]

Mr. Jeffery Dahnke

Federal Trade Commission
6th and Pennsylvania Avenue N.W.
Room 303
Washington, D.C. 20580

Re: Premerger Notification -- Interpretation of
Reporting Requirements

Dear Mr. Dahnke:

To confirm our telephone conversations on September 7, 1990, we understand that under the following fact scenario, no filing is required pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976. "A" is a United States company with assets of over \$10 million. "B" is a foreign company with assets

of a particular division of "B," the assets of which are

million in value. The transaction would be exempt pursuant to 16 C.F.R. § 801.15(b). The transaction would not meet the

the assets of the acquired person.

If you disagree with our understanding of the reporting requirements, please contact us immediately. Thank you for your attention to this matter.

Very truly yours,

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