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office

Pre-Merger Notification

Room 303
Washington, DC 20580

Re: Identification Number [redacted] by
[redacted] (the
"Seller") of [redacted]
[redacted]
"Buyer")

Dear Mr. Rubenstein:

Reference is hereby made to my letter to you dated
September 5, 1991 (the "Request Letter", a copy of which is
attached hereto) in connection with the Hart-Scott-Rodino

[redacted] the ultimate parent of
the Seller, [redacted] The Request
Letter was written in response to indications made by your
office that the acquisition of capital stock of the Buyer by
the Seller (the "Acquisition") as part of the purchase price

the notification requirements of the Hart-Scott-Rodino

the Buyer and [redacted] competitors, an indication that the Stock
Acquisition was not being solely for investment purposes.

[redacted]

September 24, 1991
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Pursuant to our conversations on September 12, 1991 and September 19, 1991, you have indicated that, while you disagree with our assertion that the Seller and [REDACTED], on the one hand, and the Buyer, on the other hand, are not competitors, the points set forth in Section B of the Request Letter support the conclusion that the Stock Acquisition comes within the "solely for investment purposes" exemption under Section 7A(c)(9) of

the Acquirers
are NOT
Hart-Scott-Rodino Pre-Merger Notification pursuant to the Act in connection with such Stock Acquisition.

Very truly yours,

[REDACTED]
cc: [REDACTED]

10/2/91 Called [REDACTED];
points support the acquirers
person's intent. FTC or DOJ
may still investigate to
determine actual intent.

[REDACTED]