

October 1, 1991

Tiel Lity Clayton of

Mr. Patrick Sharp Compliance Specialist poction of information

PreMerger Notification Office Room 301 600 Pennsylvania Avenue, N.W. Washington, D.C. 20580

Re:

Transaction No.

## Dear Patrick:

As we discussed briefly on Friday September 27, 1991, the parties are quite anxious to consummate this asset acquisition and are considering the following actions before the Hart-Scott-Rodino waiting period expires or terminates:

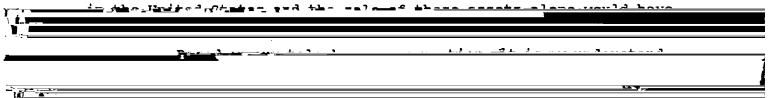
1. With respect to assets located in the United States, would place into escrow the title to the assets and the underlying documentation relating to those assets.

the transfer of the assets, which, of course, would not occur until after the Hart-Scott-Rodino waiting period expires or is terminated. Indeed, express instructions would be given to the escrow agent that the beneficial ownership of the assets funds (if

possession of those assets to without any transfer of title to those assets or funds as consideration for those assets

Note: The foreign assets were initially exempt under \$ 802.51(a)

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V.S.C. \$10a (1988), and the regulations promutgated thereunder. Please call me immediately if I have misunderstood your position.

Thank you for your assistance in this matter.

