

C-3

[REDACTED]

[REDACTED]

[REDACTED]

February 4, 1992

Mr. Patrick Sharpe

Pre-Merger and Notification Office
Bureau of Competition
Room 303, Federal Trade Commission
600 Pennsylvania Avenue
Washington, DC 20580

00 9 4 25 PM '92

Dear Mr. Sharpe:

exempt from pre-merger and notification, under Section 7(c)(3) of the Hart-Scott-Rodino Antitrust Improvement Act, which provides an exemption for "acquisitions of voting securities of an issuer at least 50 per centum of the voting securities of which are owned by the acquiring person prior to such acquisition":

*no other
CFE*

CORPORATION A owns over 50% of both PARTNERSHIP B and publicly traded CORPORATION C. PARTNERSHIP B forms CORPORATION D as a wholly-owned subsidiary of CORPORATION B and

*no other
CFE*

PARTNERSHIP B. All of the shares of CORPORATION D are then exchanged for certain

CORPORATION C, and CORPORATION D becomes a wholly-owned subsidiary of CORPORATION C.

Thank you for your assistance in this matter.

Very truly yours,

[REDACTED]

*I concur
(Res.)*

[REDACTED]

*called
2-7-92*