

801.10 P.23 7A-
Agreement by a
supplier to a

[REDACTED]

to maintain a supply
agreement is not an
asset.

April 16, 1992

Mr. William Schechter
Staff Attorney
Premerger Notification Office
Bureau of Competition
Federal Trade Commission, Room 303
Washington, D.C. 20580

APR 20 2 31 PM '92
FEDERAL TRADE
COMMISSION
PREMERGER NOTIFICATION
OFFICE

Dear Mr. Schechter:

Pursuant to our telephone conversation of earlier this afternoon, we are providing you certain representations with respect to the transaction described in my April 6, 1992 letter. You indicated that, with the additional information provided herein, unless we heard from you to the contrary by the end of business today, we could move ahead with the consummation of the proposed transaction without filing premerger notification.

Specifically, you requested us to confirm for you that the price paid for the [REDACTED] inventory at the Seller's distribution facility is its fair market value as negotiated between the parties at arm's length and is not "depressed" or "written down" in order to shift consideration

Based on information provided to us by our client and our own representation of the Seller in connection with the proposed transaction and other similar transactions involving the supply of [REDACTED] we represent as follows:

1. The consideration to be paid by Buyer for the [REDACTED] inventory in Seller's present distribution facility is based on the Seller's costs, as reflected on its books and records, subject to minor adjustments to take into consideration certain trade discounts, allowances, and the like. To the best of our knowledge, therefore, the

2 The "advance" to be paid by Buyer to Seller in connection with the

ments, of a type which takes place on a regular basis in the industry.

If we have not heard from you by the close of business today, we will proceed with consummation of the proposed transaction as described in my April 6, 1992 letter, without a filing under the Premerger Notification Rules.

Very truly yours,

The original second page of this letter, dated April 16, 1992, was misplaced. The author provided another copy of that page but inadvertently dated it December 11, 1992.