

801.40; (c)(10) of HST 1142

July 24, 1992

VIA PANAFAX (202) 326-2050

Premerger Notification Office  
Room 303  
Federal Trade Commission  
Washington, D.C. 20580

Attention: Dick Smith

Dear Mr. Smith:

In response to your phone call on July 22, I have modified my July 22 letter to you by adding the sentence in parentheses in the next paragraph. I have also deleted the request that your interpretation be in writing.

I would appreciate it if you would confirm that the following transaction which we discussed over the telephone on July 17, 1992 would require the filing of only one FTC Form C 4 and the payment of only one \$20,000.00 filing fee.

owns 100% of the capital stock of [REDACTED] our client, [REDACTED] through one or more subsidiaries, will acquire 100% of the capital stock of [REDACTED] from [REDACTED]

joint venture agreement with [REDACTED] and such joint venture will acquire all of the capital stock of [REDACTED] (The joint venture will be a partnership solely comprised of (i) [REDACTED] and (ii) either [REDACTED] or one or more of its subsidiaries.) Each of the acquisitions, if considered separately, will [REDACTED]

[REDACTED]

[REDACTED]

Premerger Notification Office  
July 24, 1992  
Page 2

Please confirm our recent telephone conversation in which you advised me that these transactions would require the filing of only one FTC Form C 4 (which filing would encompass both acquisitions) and one \$20,000.00 filing fee.

and filing fee to your attention so that we can be sure to

I look forward to hearing from you. If I am not available when you call, you can also ask for [REDACTED] of our firm. Thank you for your assistance.

Sincerely,

(c)(3)

[REDACTED]