

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.

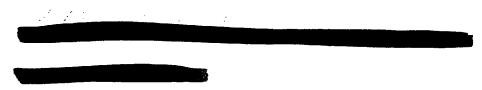
I would appreciate it if you would confirm that the following transaction which we discussed over the telephone on July 17, 1992 would require the filing of only one FTC Form C 4 and the payment of only one \$20,000.00 filing fee.

stock of

Our client,

through one or more subsidiaries, will acquire 100% of the capital stock of from

will acquire all of the capital stock of the joint venture will be a partnership solely comprised of (i) and (ii) either for one or more of its subsidiaries.) Each of the acquisitions, if



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 with arquisitions) and one file one filing for

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

