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May 28, 1993

[REDACTED]

FEDERAL TRADE COMMISSION
Premerger Notification Office
Room 301
6th and Pennsylvania Avenues, N.W.
Washington, D.C. 20580

Dear Hy:

I am enclosing a statement from the President of [REDACTED]
[REDACTED] the ultimate parent entity of [REDACTED]
[REDACTED] which proposes purchasing 100% of the voting
securities of [REDACTED]. This is to confirm our
conversation in which you indicated that based on the stated
facts, this transaction would not be reportable under the Hart-
Scott-Rodino Antitrust Amendments Act, codified at 15 U.S.C.

of the parties criterion is not met.

Please let me know immediately if I have in any way
misunderstood your advice in this regard. Also, please let me

Sincerely,

[REDACTED]