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January 25, 1994

Via Facsimile and First Class Mail
202-326-2050

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PREMIER MAIL
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This letter will record the position that given the encompassing jurisdiction of the Federal Communications Commission (FCC) over telecommunications carriers under the Communications Act of 1934, as amended, 47 U.S.C. §§ 151, et seq., (1992) ("Act"), the express provisions of

Improvements Act of 1976, § 7A of the Clayton Act, 15 U.S.C. § 18a.

The identity of the acquiring and acquired companies are given in the sealed envelope being sent under separate cover, accompanied by the hard copy original of this letter. The identity of the companies is confidential for the time being as final terms of the acquisition are not as yet completed and because unrelated, but significant interests of one of the companies could be prejudiced by premature disclosure. When the acquisition terms are finalized, and the related interests accounted for, written notice shall be provided that protection of the identity of the companies is no longer required. It is anticipated that such notice can be given by the second

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Exemption from the premerger notification requirements is established by Guide II of the FTC's "Introductory Guides to the Premerger Notification Program," at 27 and citations contained

In order to complete the acquisition in compliance with the Communications Act, an application to the FCC will be filed and copies thereof will be provided to your respective offices.

Enclosure via First Class Mail only

2/8/94
The transaction is exempt under (c)(6). Although filings by telecommunications carriers are submitted under HSR (perhaps due to time constraints w/FCC), parties filing w/ the FCC would be exempt provided copies are given to the antitrust agencies.

R5 concurs