

802.30; 7A(c)(10); 1-A(c)(3)

[REDACTED]

February 28, 1994

11:12 AM '94

Richard Smith, Staff Attorney
Federal Trade Commission
Pre-Merger Notification Office, Room 303
Washington, DC 20540

Dear Mr. Smith:

~~This letter is to confirm our telephone conversation of
Thursday, February 24, 1994, regarding my letter to you dated~~

Hart-Scott-Rodino Antitrust Improvements Act of 1976. During that telephone conversation, you indicated your concurrence with our opinion that exemptions from the pre-merger notification requirements exist for both Corporations A and B. Specifically, with regard to Corporation B, we recognized that the exemption act

issuer's voting securities acquired did not increase its percentage interest in the outstanding voting securities of that issuer.

Please contact me if any of the foregoing is not an accurate reflection of our telephone conversation. Thank you for your diligence in reviewing our inquiry.

Sincerely,

[REDACTED SIGNATURE]

[REDACTED]

Director, Division of
Pre-Merger Notification
Federal Trade Commission