

AS

7A(c)(1); 807.1(b)

[REDACTED]

[REDACTED]

[REDACTED]

August 26, 1994

BY MESSENGER

Richard B. Smith, Esq.
Premerger Notification Office - Room 303
Federal Trade Commission
Pennsylvania Avenue and 6th Street, N.W.
Washington, DC 20580

RECEIVED
PREMERGER NOTIFICATION
OFFICE
AUG 29 1994
1:53 PM '94

Re: Eligibility For Exemption From
Hart-Scott-Rodino Reporting Requirements

Dear Dick:

This letter is to confirm our conversation of August 26, 1994, whereby you advised me that my client's proposed transaction would qualify for an exemption from the Hart-Scott-Rodino premerger notification requirements pursuant to 15 U.S.C. § 18a(c)(1). The basis for this exemption is the following fact situation.

The Purchaser is a firm that is engaged in the [REDACTED] including the [REDACTED]. It is proposing to purchase, for approximately \$100 million, the [REDACTED] of approximately \$6 billion in [REDACTED]

My client, the Seller in the proposed transaction, is a firm that is engaged in the [REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

completion of the transaction.

Many firms that engage in the [REDACTED] including the Purchaser and Seller, purchase and sell portions of [REDACTED] in general the decision to sell [REDACTED] is

the firm's current and future earnings objectives.

Based on the above information, you advised that this transaction would qualify for a Section 7A(c) (1) exemption because the proposed acquisition does not involve substantially

In reliance on our conversation, I am advising my client that the proposed transaction is not reportable under the H-S-P confirmation letter does not accurately reflect our conversation. please contact me immediately at [REDACTED]

Sincerely,

[REDACTED]

[REDACTED]

8/26/94 - advised writer that since [REDACTED]