DATE: November 28, 1994

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TO:

Ms. Melea Epps Premerger Notification Office Bureau of Competition Federal Trade Commission

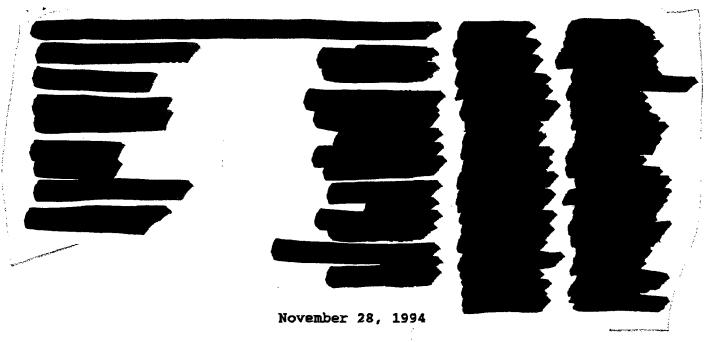
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MESSAGE:

Return Facsimile Number: Operator

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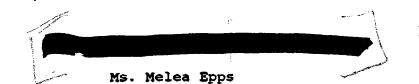
Ms. Melea Epps

Washington, D.C. 70850

on Tuesday, November 22, 1994, that our client (the "Company") will not be required to comply with the notification and waiting period requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the

The Company currently owns fifty percent (50%) of

the nytranding untinguism within the war defeat



2

Venture Partner"). The Company and the Joint Venture

Partner have recently entered into an agreement pursuant to

which (i) all of the shares owned by the Company will be

third party (the "Third Party") will acquire such number of

redemption will be obtained by the Joint Venture through bank borrowings, public subordinated debt offerings, and the equity infused by the Third Party. A notification under the Act is required in connection with the acquisition of shares of the Joint Venture by the Third Party.

The Company has also agreed not to compete with the Joint Venture for a period of four years in specified territories with respect to specified products manufactured and sold by the Joint Venture.

You advise that, under these circumstances, although the Company is currently one of two ultimate parent entities of the Joint Venture, the Premerger Notification Office would deem the redemption of the shares owned by the Company to occur immediately prior to the



3

that thehrigally the redomntion might ecour immediately

after the accuisition), and therefore, at the time of the

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an acquired person. You also advised that the redemption would be considered an exempt transaction under Section 7A(c)(3) of the Act.

Please advise me promptly if I have not accurately summarized the position of the Premerger Notification

Office. If I do not hear from you before December 1, I will assume that the foregoing analysis is correct.

I would be pleased to answer any questions you might have regarding this transaction or to discuss the matter further.

Thank you in advance of your attention to this request.

Very truly yours,

BY FACSIMILE

explained the application of TA(c)(3) to the redemption who to each UPE of the JV—