

PREMERGER NOTIFICATION OFFICE

NOV 3 10 45 All J.

October 30, 1995

Mr. Patrick Sharp Compliance Specialist Pre-Merger Notification Office Bureau of Competition Room 303 Federal Trade Commission 6th St. and Pennsylvania Ave., N.W. Washington, D.C. 20580

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Dear Mr. Sharp:

This letter confirms our telephone conversation in which you advised me that

Scott-Rodino Act (the "Act").

X is the acquiring person, the ultimate parent entity of which is a United States person (a citizen and resident of the United States). X proposes to enter into a series of transactions pursuant to which certain the transactions pursuant to which certain the transactions pursuant to which certain the transactions pursuant to which certain transactions pursuant to which acquire certain the transactions pursuant to which certain the transactions pursuant to which acquire certain the transactions pursuant to which certain the transactions pursuant to the transaction that the trans

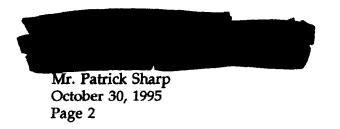
estate, the

the "Licenses") and (ii) receive a transfer of the real used in connection with the used in connection with the time Assets), and A will acquire exclusive rights to the under a contract resembling a long term lease of those rights.

the dollar

in exchange for payments by the "Transaction").

The Licenses are issued by and the other Assets are located in turrently sell a total of about \$10,000,000 worth of



to United States ber year, including last fiscal year. It is assumed that (i) X, the person acquiring the Contract, is engaged in United States commerce, (ii) the Transaction will meet the size-of-the-transaction test, and (iii) that X and Y will meet the size-of-the-parties test.

The foregoing facts do not result in a filing obligation for X under the Act because the Transaction is exempt under Section 802.50(a)(2) which, in relevant part, states:

agreed

(a) Assets. In a transaction in which assets located outside of the United States are being acquired by a U.S. nerson.

nerson would hold assets of the acquired nerson to winigh

The I iraneas the Areges and the Contract would all be "accost located outside

not by the United States

more, the mor in the U.S., despite the sale of

in the United States. Accordingly, the Transaction involves "assets located outside

If X is entering into a contract Very truly yours, with Y - not reportable.

If X is acquiring assets from Y
exempt under 5 802.50(a)(a)

Called

Left message on his