VIA FACSIMILE AND U.S. MAIL

FIEIREI GEL MONNEARON OTHE

Washington, D.C. 20580

Re: Request for an Informal Interpretation of the "Acquisition Solely for the Purpose of Investment" Exemption, 16 C.F.R. § 802.9, of the Hart-Scott-Rodino Act

Dear Ms. Epps:

Direction to a control and the control of April 4 1004 and 14 CEP 8 803 30 1 am

of Investment" Exemption, 16 C.F.R. § 802.9, of the Hart-Scott-Rodino Act.

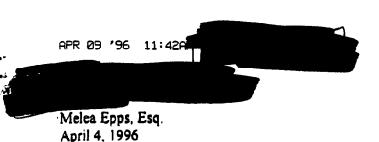
The factual background from which my request arises is as follows:

- 1. Company A intends to acquire 9.9% of Company B's voting securities. The purchase price of the acquisition will exceed \$15 million. Company A is a \$100 million person and Company B is a \$10 million person.
- 2. Company A and Company B are companies. The products of each

the companies view the business process in three steps. Company A is the leading vendor of

of Step 2. Company B sells of Step 3. Company B needs to

3. Simultaneous to its investment in Company B, Company A and Company B intend to enter into a Collaboration Agreement, the object of which is to define an for integrating Company A's new Step 2 with Company B's Step 3 to the Collaboration Agreement is also expected a include a register for initial contents.



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Collaboration Agreement also is expected to have several provisions to protect Company A from

five days to make a counterproposal prior to accepting a proposal for a change in Company B control; (ii) upon a change in control of Company B, Company A will have numerous options to ensure continuing support for its existing customers and its ability to develop a product to replace

Collaboration Agreement, I have confirmed that Company B does not have a subjective intention to participate in the formulation, determination, or direction of Company B's basic business deciring. In agreement, I have confirmed that (i) Company A has no intention to and in fact with

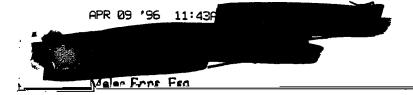
shareholders.

We believe that Company A should be able to rely as the exemption for acquisitions made solely for the purpose of investment. 16 C.F.R. § 802.9. As a threshold issue, Company A is practically the exemption in

(1) Nominating a candidate for the board of directors of the issuer; (2) proposing corporate action requiring shareholder approval; (3) soliciting proxies; (4) having a controlling shareholder, director, officer or employee simultaneously serving as an officer or director of the issuer; (5) being a competitor of the issuer; or (6) doing any of the foregoing with respect to any entity directly or indirectly controlling the issuer.

42 Fed. Reg. 33465 (July 31, 1978).

In our telephone conversation we agreed that a contractual relationship, such as the



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In addition I confirmed that Company A had no plans to engage in the conduct described in items

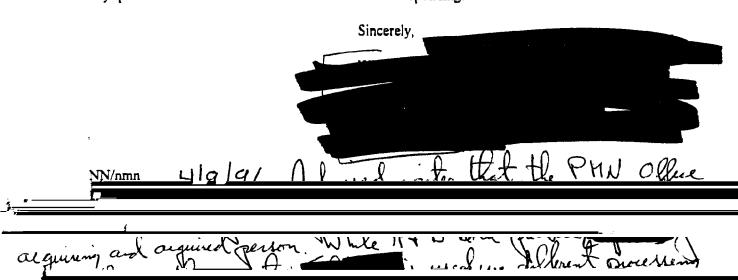
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view Company A's product as an alternative to Company B's product.

I appreciate your attention to this informal request. Please contact me directly if you have any questions or need additional information before responding.



sters. As such the graduate dad be viewed as more inconstitut with

