

SENT BY:

2-25-98 : 6:43PM

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ATTORNEYS AT LAW

WRITER'S DIRECT LINE

February 25, 1998

VIA FACSIMILE

Mr. Patrick Sharpe
Compliance Specialist

Room 300
5th and Pennsylvania Ave., N.W.
Washington, D.C. 20580

Dear Patrick:

informal agreements with other shareholders of Company B. The law of the jurisdiction in which Company A and Company B are incorporated states that Company A has de facto control over Company B due to the fact that the votes cast by Company A at recent Company B shareholder meetings constituted over 50 percent of the total votes cast by Company B shareholders present at the shareholder meetings. This is a consequence of the failure of many of Company B's minority shareholders to attend and vote at shareholder meetings.

will not change control definition

You stated that the Federal Trade Commission Compliance Office interprets 16 C.F.R. § 801.1(b) as stating that control by one entity over another entity will only be conferred in one of the following three ways: (1) direct ownership of 50 percent or more of

[Redacted signature block]

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2-25-88 : 6:48PM [REDACTED]

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the issued and outstanding voting securities of the issuer. [REDACTED]

the FFC does not consider [REDACTED]

agreement does not grant Company A control over Company B. Finally, you stated that since Company A does not control Company B, the sales of Company B in or into the United States are not limited to [REDACTED] 4.0.5

Please call me immediately at [REDACTED] if I have in anyway misunderstand your interpretation of the HSR Act and the definition of control. As always, I appreciate your assistance in this matter. Best regards.

Sincerely,

[REDACTED]

[REDACTED]

called [REDACTED]
2/27/98
I concur