March 9, 1998

## yja, ka*c*simile.

Premerger Notification Office
Bureau of Compension
Sigh & Penneultania Assaula M W.

Washington, DC 20580

Re: Premerger Notification Requirements Under the Hart-Scott-Rodino Antimust Improvements Act of 1976, as amended (the "Act")

Dear Mr. Shatpe:

I am writing to you to momorialize the telephonic conversations we had on March 5, 1998, and March 9, 1998 (the "Conversations"). In the Conversations we discussed the issue of whether the "accuration would necte \$800.00

- 1. Parent, Inc. intends to acquire Target, Inc. in a stock for stock merger (the
- XYZ, LP, a limited partnership, is a stockholder of Target, Inc., and will acquire in
  excess of \$15 million in Parent's voting securities in connection with the Transaction.
  The securities to be acquired by XYZ, LP will not amount to 10 percent of the
  outstanding voting securities of Parent.
- 3. XYZ, LP consists of approximately 90 limited partners and one general partner ("GP").
- 4. GP is a general partnership with eight general partners, one of whom, X, is a director of Parent, Inc. It is anticipated that X will continue to serve as a director of Parent, Inc. after the consummation of the Transaction.



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- Generally, the Managing General Partner of GP is responsible for the management and control of the business affairs of GP. Action by GP with respect to investment and distinguishment decisions was only be taken by the officeration with the will be to Interest" of GP, which is the greater of (i) six general partners or (ii) a numerical majority of the general partners.
- B. If the Managing General Partner is not part of the Majority-in-Interest with respect to a matter, the affirmative vote of 80% or more of the General Partners would be needed to approve such matter,
- C. X is not the Managing General Partner,

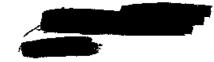
Based upon the Original Facts and the Additional Information, you advised me that the 1 agr. Exemption was available to XYZ, LP, notwithstanding the fact that X, one of the eight general puriners of the sole general partner of XYZ. LP is also a director of Parent. Inc. Please confirm

that this correctly reflects your view.

the abuve-referenced telephone number. Thank you in advance for your prompt consideration of these matters.

3/13/98 - concur with this letter

Very muly yours,





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