

[Redacted]

May 21, 1999

By Hand

Richard B. Smith  
Deputy Assistant Director  
Premerger Notification Office  
Federal Trade Commission  
Room H-323  
6<sup>th</sup> and Pennsylvania Avenue, N.W.  
Washington, DC 20580

100-100000000

Dear Mr. Smith:

This is to confirm our conversation on May 19, 1999 that only one filing is required for the transaction described below.

Company A is to receive 35% of the stock of Company B. Companies A and B

[Redacted]

will receive assets and, therefore, a second filing is necessary. You concluded that Company B was receiving ordinary course business services, and was not receiving assets

[Redacted]

Please advise me within three days of your receipt of this letter if you disagree with the above. Thank you very much.

Sincerely,

[Redacted Signature]

SZJ/ckk 5/24/99 Call back when you can...  
A.B. I... out as... of assets

[Redacted]

YDS Smith

[Redacted]