

802.9

This material may be subject to the  
confidentiality provisions of section  
7A(b) of the Clayton Act which prohibits  
disclosure under the provisions of subsection  
A-1.

June 25, 1999

**BY HAND DELIVERY**

B. Michael Verne, Esq.  
Premerger Notification Office  
Room H-301  
Federal Trade Commission  
6th Street & Pennsylvania Avenue, N.W.  
Washington, D.C. 20580

1999 JUN 25 2 3: 18

FEDERAL TRADE  
COMMISSION  
PREMERGER NOTIFICATION  
OFFICE

Dear Mr. Verne:

[REDACTED]

having a thing as an acquiring person as well.

As part of the consideration for the two corporations controlled by the individual, Issuer will be providing to the individual (and to certain other persons involved in

[REDACTED]

individual, however, will not exceed 10 percent of the outstanding voting securities of Issuer.

It is the intention of the individual and Issuer that, following completion of the transaction, the corporations currently controlled by the individual will continue to

[REDACTED]

[REDACTED]

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as a director of the subsidiary corporations, but the individual will serve as an officer of the subsidiary corporations. In addition, the individual may serve as an officer of

[REDACTED]

[REDACTED] nation, or direction of the basic business decisions of Issuer. It is anticipated that the business that the individual will manage for Issuer will represent less than one-half of

You told me that, under these facts, the individual should qualify for the in-

any of its subsidiaries does not qualify for the investment-purposes-only exemption.

You also stated that an individual who serves as an officer of one of the subsidiaries

of an issuer is presumed to have an intention of participation in the formation, [REDACTED]

mination, or direction of the basic business decisions of the issuer, but that this pre-

ual's acquisition of voting securities from the issuer is exempt under 15 U.S.C. § 18a(c)(9). Accordingly, it is our understanding that the individual in this case would not be required to make a Hart-Scott-Rodino filing as an acquiring person in connection with the individual's acquisition of voting securities of Issuer valued in excess of \$15 million.

If my understanding is in any way inaccurate, please contact me as soon as possible.

[REDACTED] in this letter accurately reflect the conversations that we have had on this matter. My telephone number is [REDACTED]

[REDACTED]

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Thank you for your consideration of this matter.

Sincerely,

[REDACTED]

[REDACTED]