

803.1(b)

[REDACTED]

August 26, 1999

[REDACTED]

[REDACTED]

VIA FACSIMILE (202) 326-2624 AND US MAIL

Richard Smith  
Federal Trade Commission  
600 Pennsylvania Avenue NW  
Washington, DC 20580

Re: Voluntary Disclosures in HSR Filings

Dear Dick:

[REDACTED]

wonder if you would be so kind as to let me know if I do not.

As I explained, we are preparing a filing for an acquiring person, whose SIC codes do not overlap with those of the acquired person. The two companies nevertheless derive some revenues from the same line, or similar lines, of business, and we want to be sure to make appropriate disclosures with our filing. Since I did not yet know the extent to which the parties' revenues derive from similar lines of business other than that they represent a small fraction of

like to avoid the burden of completing item 9, which in this instance would be significant.

As I understand your answer, voluntary completion of Item 7 is just that: voluntary. We may therefore make this disclosure in another manner, such as in a cover letter. Completion of Item 9, however, is not voluntary once Item 7 is completed. Our alternatives are therefore to complete both items, or complete neither of them and submit a cover letter with the

Sincerely,  
[REDACTED]

[REDACTED]

[REDACTED]

Richard Smith  
August 26, 1999  
Page Two

[REDACTED]

doing so would not create cause for any delay for us or added burdens for you in the process.

Very truly yours,

[REDACTED]

[REDACTED]

8/27/99 (Received letter with PS and MV.) We concluded that a voluntary response to Item 7 does not make the response to Item 9 mandatory. Advised writer that response to item 7, disclosing similar activities on non-common SIC codes, would best be done in item 7 itself. However, such a voluntary disclosure (without common SIC codes) does not require a response to Item 9.

RB Smith

[REDACTED]