

602.51

ATTORNEYS AT LAW

WRITER'S DIRECT LINE

CLIENT/MATTER NUMBER

October 6, 1999

Via First Class Mail

Mr. Patrick Sharpe
Premerger Office
Federal Trade Commission
600 Pennsylvania Avenue, NW
Washington, DC 20580

Re: *Hart Scott Rodino Applicability to Proposed Transaction*

Dear Patrick:

Thank you for taking the time to speak with me last Monday, October 4th. As you recall, we discussed the following transaction and concluded that it was exempt from the

Companies A, B, C, D, and E are foreign persons. Company A owns 100% of Company B. Company D owns 100% of Company C. Company B has sole control over Company C.

100% of the stock of Company B, and Company A will acquire 25% of the shares of Company C, with an option to purchase an additional 25% minus one share of the stock of Company C.

Assuming Company A exercises that option, at the close of the

Company A will have the contractual power to designate half of the Board of Directors of Company C.

Neither of the proposed transactions will confer control of: an issuer which holds assets located in the United States having an aggregate book value of \$15 million dollars or more; or

OK

[REDACTED]
Patrick Sharpe

Page 2

an U.S. issuer with annual net sales or total assets of \$25 million or more. The proposed transactions involve the acquisition of securities, with no assets involved in either transaction. /a/c

We have advised our client that no HSR report is required. Accordingly, please call me at [REDACTED] if this letter does not reflect your understanding of the description of

Very truly yours,

[REDACTED]

Called ms. [REDACTED] 10/14/99
I concur.

[REDACTED]