

802.31
801.1(f)(3)

November 8, 1999

VIA FEDEX

Nancy Ovuka, Esq.
Premerger Notification Office
Bureau of Competition
Federal Trade Commission
6th Street and Pennsylvania Avenue, NW
Washington, DC 20580

FEDERAL TRADE COMMISSION
PREMERGER NOTIFICATION OFFICE
NOV 9 9 10 34

Re: Our File No. [REDACTED]

Dear Ms. Ovuka:

We represent [REDACTED] a publicly-held Washington corporation. As you

In September 1998, [REDACTED] acquired approximately 32% of the capital stock of nonvoting Series D Convertible Preferred Stock for \$22,857,000. It is our understanding that an HSR filing was not required in connection with the purchase of the Series D Stock because Section 802.31 exempts the acquisition of convertible non-voting securities from the requirements of the Act.

The rights and preferences of the Series D Stock included mandatory conversion into shares of [REDACTED] Common Stock upon the occurrence of an initial public offering of [REDACTED]. At the time [REDACTED] purchased the Series D Stock, it had no knowledge that [REDACTED] would ever complete an IPO. In June 1999, [REDACTED] went [REDACTED] converted into common stock. It is our understanding that an HSR filing was not required in connection with the conversion of the stock upon [REDACTED] IPO because the conversion from non-voting preferred stock to voting common stock was mandatory, occurred automatically, and did not represent an exchange. 16 C.F.R. § 801.1(f)(3) (1999); 43 Fed. Reg. 33,463 (1978).

Nancy Ovuka, Esq.
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Please call me if you have any further questions or concerns regarding this matter.
Thank you for your assistance and cooperation.

Very truly yours,

[Redacted signature block]

JPR
A 10-314
FEDERAL TRADE
COMMISSION
WASHINGTON
D.C. 20540

[Redacted CC block]