

PS/01-0263

[REDACTED]  
ATTORNEYS AT LAW

October 23, 2000

BY FACSIMILE

Michael Verne  
Federal Trade Commission  
Premerger Notification Office  
Room 303  
Washington, DC 20580

Re: [REDACTED] Corporation 4(c) Document Search

Dear Mr. Verne:

This letter will confirm our telephone conversation on October 19, 2000 regarding the preparation of the Hart-Scott-Rodino filing in connection with [REDACTED] proposed acquisition of [REDACTED]. Specifically, [REDACTED] and I phoned you to discuss the scope of the 4(c) search, in light of certain facts and circumstances regarding previous negotiations between [REDACTED] and [REDACTED] that broke down in June 1999. Both [REDACTED] and [REDACTED] sought advice about whether the facts in this matter evidence a "clean break" between negotiations, so that the 4(c) search in connection with this transaction can be properly limited to recent negotiations, not including the time period in which there were prior unsuccessful negotiations.

During our phone conversation, we advised you that last year [REDACTED] and [REDACTED] engaged in negotiations that resulted in an offer by [REDACTED] to acquire [REDACTED]. On [REDACTED] [REDACTED] Board of Directors met and rejected [REDACTED]'s offer. All of these events, including the breakdown of negotiations and rejection of the offer, were widely reported in newspapers and documented in [REDACTED] internal Board minutes.

Many months passed where there were no further substantive discussions between the parties with respect to any potential merger, acquisition or other combination. Some time between April and June of this year, high level discussions about a potential merger or acquisition took place between the parties' Chairmen. As a result of these discussions and negotiations [REDACTED] and [REDACTED] entered into an Agreement and Plan of Merger, dated as of October 15, 2000.

Based on the facts that we discussed, you advised us that there is enough evidence to support a "clean break" in negotiations that occurred between the parties in 1999 and the current transaction. Consequently, submission of 4(c) documents in connection with *this transaction* properly excludes documents prepared in connection with the unsuccessful negotiations that

[REDACTED]

Michael Verne  
October 23, 2000  
Page 2

ended in June 1999. Of course, if there are any materials that were generated during the 1999 negotiations that were used and attached to 4(c) documents created during current negotiations we will submit those documents as well.

Please contact me promptly at [REDACTED] in the event that your understanding of our telephone discussion varies in any way from mine. We truly appreciate your time in addressing this important issue.

Sincerely yours,

[REDACTED]

Cc: [REDACTED]