

[REDACTED]

December 7, 2000

VIA FACSIMILE

Michael Verne, Esq.
Federal Trade Commission
Premerger Notification Office
6th Street & Pennsylvania Avenue, NW
Washington, D. C. 20580

Re: Premerger Notification Act - Confirmation of No Filing Determination

Dear Mr. Verne:

Thank you for your advice and assistance in determining that, based on the information I provided to you by facsimile regarding a transaction, the parties to the transaction are not required to comply with Premerger Notification Act requirements.

During our telephone conference this morning, you advised that transactions involving non-stock corporations are purely asset transactions and that control is always determined in accordance with 801.1(b)(2) ("contractual right to appoint board members"). You concluded that in our transaction, since the Buyer is not contractually able to appoint 50% or more of the Board of Directors of Target, there is no change in control and no filing is necessary.

If the conclusions that I have described in this letter are not consistent with our conversation, please contact me at your earliest convenience.

Thank you again for your time and helpful advice.

Very truly yours,

[REDACTED]



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