

801.13(b)

ATTORNEYS AT LAW

April 17, 2001

VIA FACSIMILE

Mr. Michael Verne
Premerger Notification Office
Bureau of Competition
Federal Trade Commission
7th & Pennsylvania Ave., N.W.
Washington, D.C. 20580

Dear Mike:

I am writing to confirm my understanding of a telephone conversation we had on Wednesday, March 14, 2001 concerning the potential reportability under the Hart-Scott-Rodino Antitrust Improvements Act ("HSR Act") of a proposed modification to include additional assets in a transaction that received early termination from the Federal Trade Commission. The facts are described below.

Proposed Modified Transaction

Corporation A obtained clearance from the Federal Trade Commission to purchase certain assets from Corporation B. Presently, it is contemplated that additional assets not described in the HSR filing will be sold to Corporation B. The amount of the additional assets is less than \$50 million, but enough to increase the filing fee threshold for the transaction.

Conclusions

You concluded that the proposed additional assets to be conveyed by Company A to Company B would not be subject to a new notification and reporting requirement under the amended HSR Act. As we discussed, unless the additional assets are separately reportable under the HSR Act as amended or the additional assets were contemplated as part of the transaction at the time of filing, no new filing is required.

[REDACTED]
Mr. Michael Verne
April 17, 2001
Page 2

Please let me know as soon as possible if you disagree with any of the conclusions discussed above, or if I have misunderstood any aspect of your advice. Thank you for your assistance in this matter.

Sincerely,

[REDACTED]

[REDACTED]
AGREE. N. OVUKA CONCURS

[REDACTED]
B. Michael Verne
4/20/01

[REDACTED]

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