

SENT BY: [REDACTED]

[REDACTED]

October 19, 1990

Case No.: [REDACTED]
of Pages: 2

VIA FACSIMILE (202) 326-2050

Mr. Patrick Sharpe
Premerger Notification Office
Bureau of Competition
Room 303
6th Street and Pennsylvania Avenue, N. W.
Washington, D. C. 20580

Dear Mr. Sharpe:

This is to confirm our conversation today regarding the letter that we sent to you dated October 17, 1990.

In our conversation, you confirmed that the only Hart-Scott-Rodino filing requirement would be by individual A as the acquiring person and Corporation 3 as the acquired person in the "Stock Acquisition" portion of the transaction as long as the filing by Corporation 3 includes Corporations 4 and 5. Consequently, you confirmed that no separate Hart-Scott-Rodino filing would be required for the Spin-Off portion of the transaction; that is, individual A would not need to file as an acquiring and acquired person and that partnership Y and individual A would not have to file as an acquired and acquiring person, respectively.

These conclusions are subject to the Stock Acquisition and Spin-Off closing on the same day, consistent with the FTC's "continuum transaction" principle, even though partnership Y may exceed

SENT BY: [REDACTED]

Mr. Patrick Sharpe
October 19, 1990
Page 2

\$10 million in size and individual A may exceed
\$100 million in size for purposes of the Spin-Off.

Very truly yours,
[REDACTED]

[REDACTED]

