

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

This document is subject to the confidentiality provisions of Section 5A (a) of the Clayton Act effective November 5, 1990. Please advise the Freedom of Information Act.

Premerger Notification Office  
Bureau of Competition  
Sixth & Pennsylvania Avenue, N.W.  
Room 303  
Washington, DC 20580

BY TELECOPIER  
(202) 326-2050

Attention: John Patrick Sharpe

Re: Premerger Notification Requirements under the Hart-Scott-Rodino Antitrust Improvements Act of 1976

Dear Mr. Sharpe:

This will confirm our telephone conversation on October 31, 1990, which arose out of our earlier conversations and my letter to you of October 24, 1990. You had concluded that, under the circumstances presented, we would need to add together the following amounts in order to determine whether the \$15,000,000 threshold had been met:

1. The amount being paid to the Selling Division in this transaction for assets other than inventory.
2. The amount of "premium" which is being added to the inventory purchases between now and the closing date.
3. The amount of all assets purchased by the buyer from the Selling Division (other than inventories in the ordinary course of business) during the 180-day period immediately preceding the date of the letter of intent or the date of the asset purchase agreement.
4. That portion of the amount of inventories purchased by the buyer from the Selling Division during the 180-day period immediately preceding the date of the letter of intent or the date of the asset purchase agreement, which the buyer estimates it will have on hand on the closing date of the transaction.

ok, in the context of 4.

[REDACTED]

[REDACTED]

John Patrick Sharpe  
November 5, 1990  
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If this is not accurate, or if you should have any further questions, please let me know.

Sincerely,

[REDACTED]

[REDACTED]

called

[REDACTED]

11-7-90, I concur

(RS) concurs

[REDACTED]