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[REDACTED]

JK

DIRECT DIAL NUMBER

August 8, 1991

BY FEDERAL EXPRESS

This material may be subject to the confidentiality provisions of Section 2A (b) of the Clayton Act which restricts release under the Freedom of Information Act

Mr. Jeffrey Kaplan
U.S. Federal Trade Commission
Premerger Office
Room 303
6th St. & PA Avenue, N.W.
Washington, D.C. 20580

Re: [REDACTED]

Dear Mr. Kaplan:

On July 22, 1991, I contacted your office to confirm that the filing requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "H-S-R Act"), are not applicable in the context of a transaction where a party ("Controlling Entity") that owns and controls 50% or more of the voting stock of a company ("Controlled Entity") is acquiring an asset from such Controlled Entity and such asset acquisition by the Controlling Entity otherwise meets the "size of the parties" jurisdictional requirements for the H-S-R Act filing.

After brief consideration of the issues as presented, you orally advised me that under the circumstances, there will be no H-S-R Act filing obligations. You further informed me that you arrived at this interpretation based upon your consideration of the H-S-R Act, the rules promulgated in connection therewith and the Statement of Basic Purpose ("SBP") related thereto.

This letter is intended to confirm our discussion and your interpretation stated during the course thereof. Please let me know at your earliest convenience if your understanding is anything other than as set forth in this letter. My direct telephone number is [REDACTED]

Mr. Jeffrey Kaplan
August 2, 1991
Page 2

Please stamp a copy of this letter with your "Received" stamp and return it in the self-addressed, stamped envelope.

Very truly yours,

