

[REDACTED]

October 1, 1991

VIA HAND DELIVERY

Mr. Patrick Sharp  
Compliance Specialist  
Federal Trade Commission  
Bureau of Competition  
PreMerger Notification Office  
Room 301  
600 Pennsylvania Avenue, N.W.  
Washington, D.C. 20580

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OCT 1 1991  
RECEIVED  
FEDERAL TRADE COMMISSION  
BUREAU OF COMPETITION

Re: [REDACTED]  
Transaction No. [REDACTED]

Dear Patrick:

As we discussed briefly on Friday September 27, 1991, the parties are quite anxious to consummate this asset acquisition and are considering the following actions before the Hart-Scott-Rodino waiting period expires or terminates:

1. With respect to assets located in the United States, [REDACTED] would place into escrow the title to the assets and the underlying documentation relating to these assets. [REDACTED] would either not forward to [REDACTED] the funds until such time that the Hart-Scott-Rodino waiting period expires or is terminated or would wire transfer those funds into an escrow account to be dispersed upon the transfer of the assets, which, of course, would not occur until after the Hart-Scott-Rodino waiting period expires or is terminated. Indeed, express instructions would be given to the escrow agent that the beneficial ownership of the assets, funds (if escrowed), and even the underlying documents to the transfer are not to be released until such time that the Hart-Scott-Rodino waiting period expires or is terminated by the FTC.

2. With respect to assets located in [REDACTED] [REDACTED] would grant possession of those assets to [REDACTED] without any transfer of title to those assets or funds as consideration for those assets. These foreign assets are not used to produce products that are sold

Note: The foreign assets were initially exempt under § 802.51(a) although they were included in the initial filing.

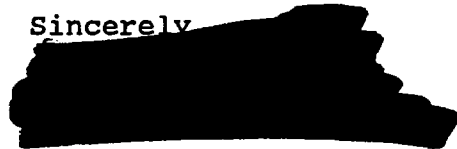
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in the United States and the sale of these assets alone would have been exempt from reporting under 16 C.F.R. §802.51.

Based on our telephone conversation, it is my understanding that taking the above described actions is permissible under the Hart-Scott-Rodino Antitrust Improvements Act, codified at 15 U.S.C. §18a (1988), and the regulations promulgated thereunder. Please call me immediately if I have misunderstood your position.

Thank you for your assistance in this matter.

Sincerely

A large, irregular black redaction covering the signature and name of the sender.

cc:

A black redaction covering the names of the recipients of the copy.