

When assets being acquired constitute an entire
entity, division or "operating business" Items 5(a),
5(b) + 5(b)(i) shall be completed assuming such data
is transferred to the acquiring person. [redacted] ^{contracts}
may also be used + should be explained.

clm
vc

Premerger Notification Office
Bureau of Competition
Federal Trade Commission
Room 301
6th Street & Pennsylvania, N.W.
Washington, D.C. 20582

Attention: Victor Cohen

Dear Mr. Cohen:

This letter is to confirm our conversation on May 19, 1992. I called to inquire about the Premerger Notification Office's position in connection with retroactively reporting revenues in Item 5 of the Antitrust Improvements Act Notification and Report Form (the "Form") for asset acquisitions made during or after the base year (currently 1987). While Item 5 and the instructions to the Form do not clearly require inclusion of revenues attributable to assets of an operating business acquired after the base year in the base year revenues, you indicated that the Premerger Notification Office requests that such revenues be included in the base year and the current year to the extent such information is available. You suggested that a footnote could be used to indicate the inclusion of such revenues. You further indicated that to the extent the revenues are included in the base year that reporting the acquisition in Item 5(b)(i) as an "Add" would be unnecessary.

Thank you for your explanation of the Premerger Notification Office's position. If I have inaccurately summarized our discussion or have misunderstood you, please let me know.

Sincerely,

[redacted signature block]