

VIA PANAFAX (202) 326-2050

Premerger Notification Office Room 303 Federal Trade Commission Washington, D.C. 20580

Attention: Dick Smith

Dear Mr. Smith:

This is a request pursuant to 16 C.F.R. § 803.30 for an informal interpretation of the Hart-Scott-Rodino Antitrust Improvements Act.

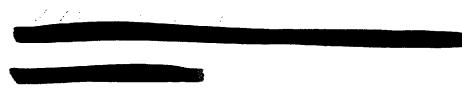
In response to your phone call on July 22, I have modified my July 22 letter to you by adding the sentence in parentheses in the next paragraph. I have also deleted the request that your interpretation be in writing.

I would appreciate it if you would confirm that the following transaction which we discussed over the telephone on July 17, 1992 would require the filing of only one FTC Form C 4 and the payment of only one \$20,000.00 filing fee.

owns 100% of the capital stock of

Our client,

through one or more subsidiaries, will acquire 100% of the capital stock of from and, simultaneous with such acquisition, will enter into a 50/50 joint venture agreement with and such joint venture will acquire all of the capital stock of (The joint venture will be a partnership solely comprised of (i) and (ii) either 4 or one or more of its subsidiaries.) Each of the acquisitions, if considered separately, will meet the criteria of 15 U.S.C. § 18a(a) and will not be exempted by 15 U.S.C. § 18a(c) or 16 C.F.R. Part 802.



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Please confirm our recent telephone conversation in which you advised me that these transactions would require the filing of only one FTC Form C 4 (which filing would encompass both acquisitions) and one \$20,000.00 filing fee.

Although I did not make this request in my July 22 letter, I would also like to know if we could send the FTC Form C 4 and filing fee to your attention so that we can be sure no questions will arise as to why we filed only one form and only one filing fee.

I look forward to hearing from you. If I am not available when you call, you can also ask for of our firm. Thank you for your assistance.

