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May 28, 1993

VIA HAND DELIVERY

Hy David Rubenstein, Esquire  
Federal Trade Commission  
Premerger Notification Office  
Room 301  
6th and Pennsylvania Avenues, N.W.  
Washington, D.C. 20580

Dear Hy:

I am enclosing a statement from the President of [redacted]  
[redacted], the ultimate parent entity of [redacted]  
[redacted] which proposes purchasing 100% of the voting  
securities of [redacted]. This is to confirm our  
conversation in which you indicated that based on the stated  
facts, this transaction would not be reportable under the Hart-  
Scott-Rodino Antitrust Improvements Act, codified at 15 U.S.C.  
§18a, and the regulations promulgated thereunder, since the size  
of the parties criterion is not met.

Please let me know immediately if I have in any way  
misunderstood your advice in this regard. Also, please let me  
know if you receive any filing from [redacted]  
regarding this transaction. Thank you for your assistance in  
this matter.

Sincerely,

[redacted signature block]