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[REDACTED]

February 21, 1994

Richard Smith, Staff Attorney
Federal Trade Commission
Pre-Merger Notification Office
Room 303
Washington, D.C. 20580

Section 13
Act.

Dear Mr. Smith:

On February 18, 1994, you had a telephone conversation with [REDACTED] of our office regarding the status of my request of an informal ruling relating to the existence of exemptions to pre-merger notification filings for a prospective merger. During that conversation you inquired as to previous pre-merger notification filings made by Corporations A and B. The only previous pre-merger notification filing made by either Corporation A or B was made by Corporation A upon a merger which in part resulted in the acquisition of 82.5% of Corporation X by Corporation A.

The remaining stock holdings of Corporations A and B, other than as set forth above, in Corporations X, Y and Z were not the result of acquisitions which required pre-merger notification filings with your office. With regard to Corporation X, Corporation B's ownership was the result of an initial joint venture with a corporation that eventually merged into Corporation A and was the subject of a previous pre-merger notification filing. With regard to Corporation Y, it is a wholly-owned subsidiary created by Corporation A. With regard to Corporation Z, it was a joint venture incorporated by Corporations A and B.

I hope the foregoing is responsive to your inquiry regarding prior pre-merger notification filings. As I requested in my initial letter of January 31, 1994, please contact me at the telephone number set forth above with your conclusions.

Sincerely,

[REDACTED]

[REDACTED]