

802.30; 7A(c)(10); 15 USC (c)(3)

[REDACTED]

February 28, 1994

FILED
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FEDERAL TRADE COMMISSION

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

Dear Mr. Smith:

This letter is to confirm our telephone conversation of Thursday, February 24, 1994, regarding my letter to you dated January 31, 1994 and follow-up letter dated February 21, 1994, requesting an informal opinion regarding the existence of exemptions from the pre-merger notification requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976. During that telephone conversation, you indicated your concurrence with our opinion that exemptions from the pre-merger notification requirements exist for both Corporations A and B. Specifically, with regard to Corporation A, you concurred that the exemption set forth in 16 CFR §802.30 is applicable. With regard to Corporation B, you indicated that if an exemption was necessary, 15 USC §18a(c)(10) is applicable since Corporation B's share of the issuer's voting securities acquired did not increase its percentage interest in the outstanding voting securities of that issuer.

Please contact me if any of the foregoing is not an accurate reflection of our telephone conversation. Thank you for your diligence in reviewing our inquiry.

Sincerely,

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of the Clayton Act which require
release under the Freedom of Information
Act.