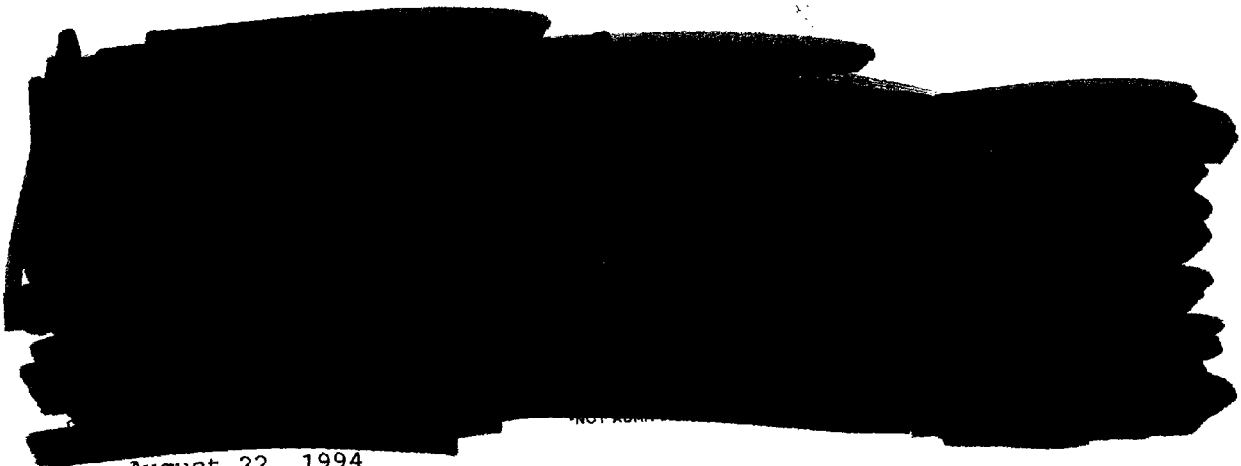


7A(c)(1); 802.1(b)



August 22, 1994

BY MESSENGER

Richard B. Smith, Esq.
Premerger Notification Office - Room 303
Federal Trade Commission
Pennsylvania Avenue and 6th Street, N.W.
Washington, DC 20580

Re: Eligibility For Exemption From
Hart-Scott-Rodino Reporting Requirements

Aug 22 4 11 PM '94
FEDERAL TRADE COMMISSION
RECEIVED

Dear Dick:

This letter is to confirm our conversations of August 18 and 19, 1994, whereby you advised me that my client's proposed transaction would qualify for an exemption from the Hart-Scott-Rodino premerger notification requirements pursuant to 15 U.S.C. § 18a(c)(1). The basis for this exemption is the following fact situation.

My client (the Purchaser), a holding company that participates in the [redacted], and [redacted], and [redacted]. It is proposing to purchase, for approximately \$17-\$20 million, the [redacted] of \$1.3 billion in [redacted].

The Seller in the proposed transaction is a firm that is engaged in the [redacted]. The Seller and its parent corporation, a [redacted] desire to consummate the proposed transaction in order to improve current earnings. The Seller does not have any plans to exit from the [redacted].

[REDACTED]

Richard B. Smith, Esq.
August 22, 1994
Page 2

business, and the Seller will still [REDACTED] nearly \$10 billion in [REDACTED] following the completion of the transaction.

Many firms that engage in the [REDACTED], including the Purchaser and Seller, purchase and sell portions of [REDACTED]. In general, the decision [REDACTED] is based upon management's assessment of the firm's cash requirements, debt-to-equity ratio and other significant [REDACTED] and the firm's current and future earnings objectives.

Based on the above information, you advised that this transaction would qualify for a Section 7A(c)(1) exemption because the proposed acquisition does not involve substantially all the assets of an operating business, and therefore would be deemed to be goods transferred in the ordinary course of business.

In reliance on our conversation, I am advising my client that the proposed transaction is not reportable under the H-S-R Act. If you believe the information contained in this confirmation letter does not accurately reflect our conversation, please contact me immediately at [REDACTED].

Please consider this letter to supersede my letter to you dated August 19, 1994.

We appreciate your consideration in this matter. Thank you.

Sincerely,
[REDACTED]

[REDACTED] 8/23/94 - Advised writer that since sub. is selling only a small portion (about 10%) of its [REDACTED], that such transaction is exempt under the PMN's view of 7A(c)(1) and 802.(b).

RRD