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October 28, 1996

VIA TELEFAX & FIRST CLASS MAIL

Mr. Patrick Sharpe
Federal Trade Commission
Client Specialist
Premerger Notification Office
Bureau of Competition, Room 303
Federal Trade Commission
Washington DC 20580

Dear Mr. Sharpe:

This will confirm our telephone conversation of October 28, 1996, where it was concluded that the following scenario is not reportable under the Hart-Scott-Rodino Antitrust Improvements Act:

Four entities, each of whom may or may not be directly or indirectly an over \$100 million and/or over a \$10 million person, are jointly acquiring equal interests (25% each) in under \$60 million of assets of an over \$100 million person.

Thank you for your assistance in this matter.

Very truly yours,

[Redacted signature block]

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Each of the four are acquiring an asset interest whose fair market value/purchase price is less than \$15 mm. These transactions (if they meet the size-of-person-test) do not meet the size-of-transaction test, called [Redacted] 10/29 (P2)

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