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June 29, 1998

VIA FACSIMILE & FEDERAL EXPRESS

Premerger Notification Office
Bureau of Competition, Room 303
Federal Trade Commission
6th Street and Pennsylvania Avenue, N.W.
Washington, D.C. 20580
Attention: Ms. Nancy Ovuka

Re: Confirmation of Telephone Conversations

Dear Ms. Ovuka:

As you suggested, I have summarized below the content of our June 10, 1998 telephone conversations, during which we discussed the proposed acquisition (the "Transaction") of the voting securities of a United States issuer (the "U.S. Issuer") by the individual partners (each, a "Partner" and, collectively, the "Partners") of two foreign partnerships (each, a "Partnership" and, collectively, the "Partnerships"). Please confirm that it is your view that the parties to the Transaction would not be required under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the "Act") to submit to the Premerger Notification Office (the "Office") an Antitrust Improvements Act Notification and Report Form relating to the Transaction.[1] Because of the confidential nature of the Transaction at this time, the names of the parties are being withheld.

In connection with the Transaction, the U.S. Issuer would, in return, acquire a 99.99% interest in each of the Partnerships (the "Issuer's Acquisition"). We believe that the Issuer's Acquisition would be exempt from the reporting requirements of the Act pursuant to § 802.50(a) of the Rules (as defined below) because the Partnerships do not, either separately or collectively, have assets to which $25 million or more in sales in or into the United States were attributable during the Partnerships' most recent fiscal years. Furthermore, the Office has taken the position that the acquisition of a less than 100% partnership interest is not reportable under the Act. Please also confirm that our conclusion that the parties do not have a reporting requirement under the Act with respect to the Issuer's Acquisition is correct.

[redacted]

none of which are husband, wife or minor child of any partner

The Transaction

During our telephone conversations, I stated that the Transaction would involve the acquisition of voting securities of the U.S. Issuer by individual Partners. The Transaction would take place pursuant to a purchase agreement between the U.S. Issuer and each of the Partners, acting in his or her individual capacity. The voting securities would be issued to each Partner directly by the U.S. Issuer. Neither Partnership would be acquiring any of these securities.

I also stated that no Partner would receive voting securities of the U.S. Issuer valued at greater than $15 million or constituting 15% or more of the total voting securities of the U.S. Issuer, although the total value of the voting securities to be acquired from the U.S. Issuer by all the Partners pursuant to the Transaction would be greater than $15 million. Cash would be the only other consideration received by the Partners pursuant to the Transaction.

Finally, I stated that no Partner holds a right to either fifty percent or more of the profits of either Partnership or to fifty percent or more of the assets of either Partnership in the event of dissolution. Accordingly, no Partner could be deemed to be in "control" of either Partnership, as such term is defined in § 801.1(b)(1)(ii) of Title 16 of the Code of Federal Regulations (the "Rules").

irrelevant information

Your Conclusions

You advised me that, based on these facts and provided that the voting securities at no point "passed through" the Partnerships, acquisitions by individual Partners of the U.S. Issuer's voting securities would not be attributed to the Partnerships and neither Partnership would be considered an "acquiring person", as such term is explained in § 801.2 of the Rules. Rather, each individual Partner would be considered an acquiring person with respect only to the voting securities acquired by him or her. Because (a) no individual Partner would be receiving voting securities valued at greater than $15 million or constituting 15% or more of the total voting securities of the U.S. Issuer and (b) cash would be the only other consideration received by the Partners pursuant to the Transaction, you advised me that none of the acquisitions by the individual Partners would meet the jurisdictional requirements of § 7A(a)(3) of the Act. Accordingly, you advised me that neither Partnership nor any of the individual Partners would have a reporting requirement under the Act with respect to the Transaction.

After you have received and reviewed this letter, I would appreciate the opportunity to discuss it with you and to confirm your conclusions. In addition, I plan to request, pursuant to the Freedom of Information Act, that a copy of this letter showing any of your written notes be sent to us for our records.

[redacted]

Please call me at [redacted] to discuss this letter, or if you have any questions regarding the Transaction or require any further information.

Sincerely,

[redacted]

called [redacted] 7/2/98 and told him I concur with this letter and clarifications noted.
BS RS concurs
Patrick Sharpe for
Nancy Ovuka

[redacted]