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September 23, 1998

VIA FACSIMILE

Mr. Michael Verne
Federal Trade Commission
Sixth Street, Pennsylvania Avenue N.W., Room 301
Washington, D.C. 20580

Re: Application of Hart-Scott-Rodino Antitrust Improvements Act,
15U.S.C.18a (the "Act")

Dear Mr. Verne:

This is to confirm our conversation of September 18th, 1998 wherein you advised that based upon the facts and analysis set forth in my letter to you of September 17th, that my client's, A Corp's, acquisition of certain voting securities, pursuant to a Chapter 11 plan of reorganization and merger agreement, would be exempt from the reporting requirements of the Act pursuant §18(a)(c)(9) as an acquisition for investment purposes only.

Attached is a copy of my September 17th letter which I have revised in accordance with your suggestions (see underlined text). As discussed the facts of this revised letter accurately reflect my client's acquisition and would accordingly be exempt from the Act.

Thank you for prompt attention and advise respecting this matter.

Sincerely,

[REDACTED]