

[Redacted]

May 21, 1999

By Hand

Richard B. Smith  
Deputy Assistant Director  
Premerger Notification Office  
Federal Trade Commission  
Room H-323  
6<sup>th</sup> and Pennsylvania Avenue, N.W.  
Washington, DC 20580

100-100000000

Dear Mr. Smith:

This is to confirm our conversation on May 19, 1999 that only one filing is required for the transaction described below.

Company A is to receive 35% of the stock of Company B. Companies A and B meet the size-of-person test and the size-of-transaction test. The purchase price has been estimated by the purchaser, Company A, to be about \$100 million.

As consideration for the receipt of the stock, Company A will provide Company B advertising and promotional services and content. The issue is whether Company B will receive assets and, therefore, a second filing is necessary. You concluded that Company B was receiving ordinary course business services, and was not receiving assets of Company A. Therefore a filing is not necessary for the receipt of the services by Company B. A filing will be made for the acquisition of the stock by Company A.

Please advise me within three days of your receipt of this letter if you disagree with the above. Thank you very much.

Sincerely,

[Redacted Signature]

SZI/ckk 5/24/99. Called writer and advised that A's providing B with advertising and promotional services and content was not an acquisition of assets by B and thus, no report for this side of the transaction was required. (M. J. [unclear])  
RBS Smith

[Redacted]