



ITEM 1

September 28, 2000

By Hand Delivery

Mr. Michael Verne
Premerger Notification Office
Bureau of Competition, Room 303
Federal Trade Commission
6th Street and Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Dear Mr. Verne:

This is to confirm our recent telephone conversation regarding Items 7(a) and 7(c) of the Hart-Scott-Rodino Notification and Report Form ("HSR form").

The Preamble to Item 7 in the instructions to the HSR form requires that the person filing notification supply the 4-digit SIC code and description for any industry in which that person and any other party to the acquisition derived dollar revenues "in the most recent fiscal year." Similarly, Items 7(c)(iv) and (v) require the location of establishments from which the person filing notification derived revenues "in the most recent fiscal year." This is to confirm the treatment to be given to three unrelated changes in operation since the end of the last fiscal year as follows:

IF AN ENTITY IS ACQUIRED THROUGH A VOTING SECURITY ACQUISITION, THAT ENTITY IS NOTIFIED AT THE TIME OF FILING.

- (1.) Establishments which have been sold, closed or otherwise disposed of since the end of the last fiscal year can be omitted from Items 7(a) and 7(c)(iv) and (v).
- (2.) Item 9 information must be given if Item 9 thresholds are met, but not Item 7 information, for the following situation: One of the parties enters a new line of business coming within an SIC code from which it previously did not derive revenues as a result of a purchase of stock or assets after the end of its last fiscal year. The other party to the transaction derived revenues from that SIC code in its last fiscal year.
- (3.) The following facts should be disclosed if they exist in a footnote to Item 7: After the end of its last fiscal year, one of the parties to the transaction begins, *de novo*, a line of business coming within an SIC code from which it previously did not derive revenues. The other party to the transaction derived revenues from that SIC code in its last fiscal year.

* ASSETS WHICH DO NOT CONSTITUTE AN ENTITY.



Please let me know if you disagree with any of the above [REDACTED] Thank you for your assistance.

Sincerely,

[REDACTED]

[REDACTED]

SEE NOTES ON PAGE 2.

B. Michael Van

9/28/00

[REDACTED]