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[REDACTED]

[REDACTED]

December 9, 2002

[REDACTED]

VIA FEDERAL EXPRESS

Ms. Nancy Ovuka
Premerger Notification Office
Bureau of Competition
Federal Trade Commission
Room 303, 6th Street and
Pennsylvania Ave. N.W.
Washington, DC 20580

FEDERAL TRADE
COMMISSION
PREMERGER NOTIFICATION
OFFICE
NOV 20 10 11 A 11: 25

Re: Hart-Scott-Rodino Compliance Inquiry

Dear Ms. Ovuka:

This letter summarizes our telephone conversation of December 9, 2002. I asked you if a person that files a merger notification and report form (the "Form") in accordance with Section 7A of the Clayton Act that is accurate (as to the facts as they exist on the day the Form is filed) needs to update the Form to reflect changed circumstances if it subsequently closes another transaction, which is not reportable, before the end of the waiting period for the notified transaction.

You stated that it is not necessary to update the Form to reflect the non-reportable acquisition consummated during the waiting period. You did, however, inform me that if the interim acquisition could create an overlap in a North American Industry Classification System code reportable in response to item 7(a) of the Form that would not otherwise exist between the parties to the reported transaction, it would be prudent to disclose the contemplated non-reportable acquisition in the Form and note that it will create such an additional overlap.

I understand that the Premerger Notification Office does not confirm informal advice in writing. However, if this letter misconstrues or misrepresents our conversation in any way, I would appreciate it if you would call me at the number provided above as soon as possible and inform me of any such inaccuracies. Thank you again for your assistance.

Very truly yours,

[REDACTED]

[REDACTED]

12/11
Advised writer I
agree. MY CONCURS

[REDACTED]