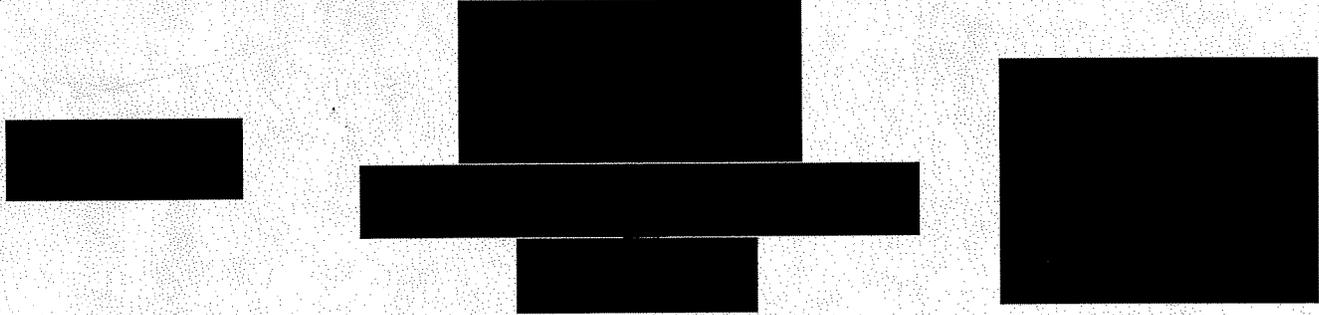


Item 8



February 1, 2005

VIA E-MAIL AND FIRST-CLASS MAIL

B. Michael Verne, Esq.
Compliance Specialist
Premerger Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
Washington, DC 20580

Re: HSR Form Item 8

Dear Mr. Verne:

I write as confirmation of our telephone conversation on January 28, 2005 concerning whether Item 8 of the Hart-Scott-Rodino Notification and Report Form requires the identification of acquisitions made by entities that were not part of the acquiring person at the time when the acquisition was made. My specific question concerned the following fact pattern: if in Year 1 Company A purchases Company B, and in Year 2 Company P purchases Company A, must the purchase of Company B be reported by Company P under Item 8 of the Form when Company P makes subsequent reportable acquisitions within 5 years of Year 1?

Because the Statement of Basis and Purpose relevant to Item 8 makes clear that Item 8 seeks information concerning possible patterns of acquisition by the acquiring person submitting the HSR form, it is evident that acquisitions made by companies that were unrelated to the acquiring person when made do not meet the purposes of Item 8. In our conversation, you confirmed that the purchase of Company B by Company A in the above example need not be reported pursuant to Item 8.

B. Michael Verne, Esq.
February 1, 2005
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Please let me know if you believe that the above does not properly summarize the substance of our conversation. Thank you for your assistance.

Sincerely



AGREE -
Burdick
2/3/05