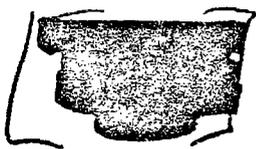


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November 3, 1983

BY HAND

NOV 3 1983
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

NOV 3 1983
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Patrick Sharpe, Esq.
Federal Trade Commission
6th & Pennsylvania Avenue, N.W.
Room 301
Washington, D.C. 20580

Dear Mr. Sharpe:

This will set forth the question we discussed on the telephone yesterday concerning certain aspects of the Hart-Scott-Rodino ("HSR") Pre-Merger Notification and Waiting Requirements (15 U.S.C. § 18a).

By letter of October 14, 1983, we described in hypothetical terms a transaction in which B transferred a 1/2 interest in certain assets to A and then both A and B transferred their respective 1/2 interests in the assets to a partnership which was created to carry on a manufacturing business based on those assets. After review of our October 14 letter, you determined that the transaction would be reportable pursuant to the HSR Pre-Merger Notification and Waiting Requirements because it constituted an acquisition of assets by A from B. For convenience, I am enclosing a copy of our October 14, 1983 letter that describes the transaction more fully.

This is to confirm our discussion today in which you agreed that, in this hypothetical transaction, since it is an acquisition of assets, A would be required to report as an acquiring company only, B would be required to report as an acquired company only (and not also as an acquiring company), and the joint venture partnership would not be required to report.

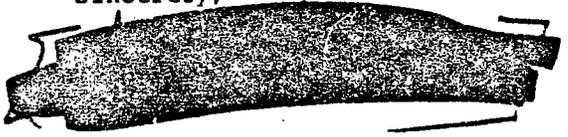
Please call at your earliest convenience to confirm that this letter accurately and fully sets forth your understanding of our question and your response to that question.



Patrick Sharpe, Esq.
November 3, 1983
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Thank you for your attention to this matter.

Sincerely,



Enclosure