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April 14, 1986

APR 15 4 57 PM '86

By Hand

Mr. Patrick Sharpe
Premerger Notification Office
Federal Trade Commission
6th and Pennsylvania Avenue, N.W.
Room 301
Washington, D.C. 20580

Dear Mr. Sharpe:

This is to confirm our telephone conversation of last week.

In that conversation I requested advice concerning the current Hart-Scott-Rodino reporting requirements for revenues attributable to intra-company transfers.

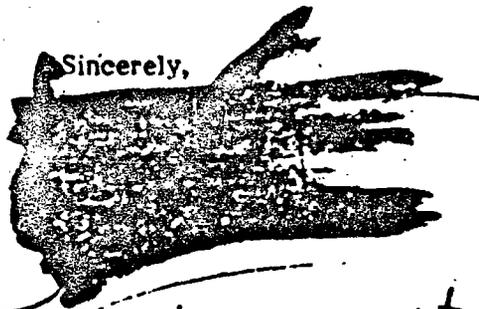
You advised me that the Premerger Notification Rule section 803.2(d) definition of "dollar revenues" does not include revenues attributable to intra-company transfers where the underlying transferred item is ultimately sold to an outside customer, as opposed to being consumed by the transferee portion of the company. This is because in the case of an item ultimately sold to an outside customer, the revenues will appear as part of the total retail sales, whereas in the case of items consumed internally the revenues would not otherwise be reported.

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Please call me at your earliest convenience to confirm that you agree that this letter accurately sets forth the request we made and your advice to us.

Thank you very much.

Sincerely,



I concur,
called 4-16-86
added this statement

upon later review this letter is inaccurate. all 1-87-80-2-4 to make must be shown as

Thus you must report these revenues.