

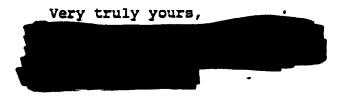
Thomas F. Hancock, Esquire Premerger Notification Office Bureau of Competition, Room 303 Federal Trade Commission Sixth St. and Pennsylvania Ave., N.W. Washington, D.C. 20580

Dear Tom:

This will confirm our conversation of today concerning the Hart-Scott implications of the two forms of transactions described in my letter to you of yesterday, April 22. For ease of reference, a copy of my April 22 letter is appended hereto as Attachment A.

You indicated that the issues had been discussed at yesterday's staff meeting of attorneys in the Premerger Notification Office, and that the conclusion reached was that both forms of transaction described in my April 22 letter were exempt from Hart-Scott filing requirements as "acquisitions of goods . . . transferred in the ordinary course of business." 15 U.S.C. § 18A(c)(1). If this does not accurately reflect the advice you provided concerning the nonreportability of the transactions described in the letter, please call me immediately.

Thank you again for your time and assistance.



Enclosure



April 27, 1993

Dear Ms. Ovuka:

This is to confirm our telephone conversation of April 27, 1993, relating to letters of March 15 and March 12, 1993 (the "Previous Letters") from power concerning an exemption from the reporting requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "Act"), on which you indicated that the Option (as defined in the Previous Letters) exercise could be extended to occur not later than 90 days after Tolling Commencement (as defined in the Previous Letters) without requiring a filing under the Act for the transfer described in the Previous Letters.

Sincerely,

Ms. Nancy Ovuka
Federal Trade Commission
600 Pennsylvania Avenue, N.W.
Washington, D.C. 20580

VIA FACSIMILE

as long as 4/28
delay is
continued
testing