

(PS)

[REDACTED]

[REDACTED]

November 30, 1994

VIA FAX AND FEDERAL EXPRESS

Patrick Sharpe
Premerger Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
Washington, D.C. 20580

This material may be subject to the
confidentiality provisions of Section
7A(b) of the Clayton Act which rest
release under the Freedom of Information
Act.

DEC 1 11 30 AM '94
FEDERAL TRADE
COMMISSION
PREMERGER NOTIFICATION
OFFICE

Re: Exemption for Spin-offs under § 7A(c)(10) and § 802.10

Dear Mr. Sharpe:

As we discussed yesterday, we represent a company ("Parent") that is considering making a distribution to its shareholders of all of the outstanding stock of a wholly-owned subsidiary ("Sub"). No consideration would be paid by the shareholders of Parent for the shares of Sub to be received by them, and the shares of Sub would be distributed to the shareholders of Parent in proportion to their ownership of the stock of Parent.

You informed us that the Premerger Notification Office of the Federal Trade Commission, pursuant to a recent Premerger Notification Office interpretation issued by John M. Sipple, Assistant Director, no longer regards distributions by a parent to its shareholders of all of the stock of a wholly-owned subsidiary on a pro rata basis to be reportable under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended. The Commission now interprets transactions of this nature to be exempt under the exemptions provided by § 7A(c)(10) of the Act and § 802.10 of the Rules thereunder. Therefore, it is our understanding that a distribution by Parent of all of the stock of Sub as described above would no longer be a reportable transaction.

11-9-94

Premerger
Office

If our understanding is correct, please file stamp the copy of this letter and return it to me in the self-addressed and stamped envelope, both of which are enclosed in this package. If our

November 30, 1994
Page 2

understanding is not correct, please contact me at your earliest convenience.

Sincerely,

[REDACTED]

Enclosure

[REDACTED]

Called [REDACTED] 11-30-94.
I concur with this letter.
Exception noted.

(BS) — (RS) concurs