

SENT BY:

902.9

March 9, 1998

VIA FACSIMILE

John Patrick Sharpe
Premerger Notification Office
Bureau of Competition
Sixth & Pennsylvania Avenue, N.W.
Room 303
Washington, DC 20580

Re: Premerger Notification Requirements Under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "Act")

Dear Mr. Sharpe:

I am writing to you to memorialize the telephonic conversations we had on March 5, 1998, and March 9, 1998 (the "Conversations"). In the Conversations we discussed the issue of whether the "acquisitions solely for the purpose of investment" exemption found under §802.9 of the Act (the "Exemption") would be available to XYZ, LP under the facts provided to you in my letter dated March 4, 1998. As you probably recall, the facts were as follows (the "Original Facts"):

1. Parent, Inc. intends to acquire Target, Inc. in a stock for stock merger (the "Transaction"). Upon consummation of the Transaction, Parent, Inc. will be the sole stockholder of Target, Inc.
2. XYZ, LP, a limited partnership, is a stockholder of Target, Inc., and will acquire in excess of \$15 million in Parent's voting securities in connection with the Transaction. The securities to be acquired by XYZ, LP will not amount to 10 percent of the outstanding voting securities of Parent.
3. XYZ, LP consists of approximately 90 limited partners and one general partner ("GP").
4. GP is a general partnership with eight general partners, one of whom, X, is a director of Parent, Inc. It is anticipated that X will continue to serve as a director of Parent, Inc. after the consummation of the Transaction.

[REDACTED]

[REDACTED]

John Patrick Sharpe
March 9, 1998
Page 2

In the Conversations, I provided you with the following additional information (the "Additional Information"):

- A. Generally, the Managing General Partner of GP is responsible for the management and control of the business affairs of GP. Action by GP with respect to investment and disinvestment decisions may only be taken by the affirmative vote of a "Majority-in-Interest" of GP, which is the greater of (i) six general partners or (ii) a numerical majority of the general partners.
- B. If the Managing General Partner is not part of the Majority-in-Interest with respect to a matter, the affirmative vote of 80% or more of the General Partners would be needed to approve such matter.
- C. X is not the Managing General Partner.

Based upon the Original Facts and the Additional Information, you advised me that the Exemption was available to XYZ, LP, notwithstanding the fact that X, one of the eight general partners of the sole general partner of XYZ, LP is also a director of Parent, Inc. Please confirm that this correctly reflects your view. *I agr.*

If you have any additional questions or comments regarding this letter, please call me at the above-referenced telephone number. Thank you in advance for your prompt consideration of these matters.

called [REDACTED]

3/13/98

I concur with this letter

Very truly yours,

[REDACTED]

[REDACTED]

[REDACTED]