

6 803.7 [1991 HDT] merger

[REDACTED]

[REDACTED]

[REDACTED]

May 21, 1999

(RETIRED)
FILE NO.

[REDACTED]

Richard B. Smith, Esq.
Pre-Merger Notification Office
Federal Trade Commission
6th Street and Pennsylvania, NW
3rd Floor, Room 325
Washington, DC 20580

Re: HSR Issue

Dear Mr. Smith:

This letter is to confirm the conclusion reached during our telephone conversation of this morning. The facts, as I related them, are that pre-merger notification was recently filed, and early termination granted, for the sale of [REDACTED] a wholly-owned subsidiary of [REDACTED] to [REDACTED] by way of a sale of the voting stock of the acquired company. That transaction has now been converted to a sale of the assets of the company, with all other facts remaining as before.

You confirmed that the change in the mechanism of the sale, from voting securities to assets, does not change the antitrust analysis and therefore does not require a new or modified pre-merger notification.

Thank you again for your assistance in this matter.

Sincerely,

[REDACTED]

[REDACTED]