



UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Office of the Director
Bureau of Competition

Joseph Kattan, Esq.
Gibson, Dunn & Crutcher
1050 Connecticut Ave., N.W.
Washington, D.C. 20036-5306

Re: The proposed joint venture of Sony Corporation of America and
Bertelsmann AG, FTC File No. 041-0054

Dear Mr. Kattan:

The Federal Trade Commission's Bureau of Competition has been conducting a nonpublic investigation to determine whether the proposed joint venture between Sony Corporation of America and Bertelsmann AG may violate Section 7 of the Clayton Act or Section 5 of the Federal Trade Commission Act.

Upon further review of this matter, it now appears that no additional action is warranted by the Commission at this time. Accordingly, pursuant to authority delegated by the Commission, the investigation has been closed. This action is not to be construed as a determination that a violation may not have occurred, just as the pendency of an investigation should not be construed as a determination that a violation has occurred. The Commission reserves the right to take such further action as the public interest may require.

Sincerely yours,

Bernard A. Nigro, Jr.
Deputy Director