

Sec. 7A(a); 801.11(b)(2)

[REDACTED]

[REDACTED]

[REDACTED]

January 6, 1993

Federal Trade Commission
Premerger Notification
Room 303
Sixth & Pennsylvania Ave. N.W.
Washington, D.C. 20580

U.S. Department of Justice
Antitrust Division
Office of Operations
Room 3218
Washington, D.C. 20530
Attn: Klaine Gibbs, Esq.

Re: 15 USCA 18(a) Notification

Dear Sir or Madam:

The undersigned represents [REDACTED] (hereinafter "[REDACTED]") which is the holding company for [REDACTED] (hereinafter "[REDACTED]") located in the City of [REDACTED] has entered into an Affiliation Agreement with [REDACTED] located in [REDACTED] (hereinafter "[REDACTED]").

[REDACTED] and [REDACTED] have agreed to affiliate utilizing an amendment to the [REDACTED] Certificate of Incorporation whereby [REDACTED] will become the sole member of [REDACTED] and its affiliates have annual revenues of approximately [REDACTED] and assets of approximately [REDACTED] while [REDACTED] has revenues of approximately [REDACTED] and assets of approximately [REDACTED].

We do not believe that this acquisition constitutes a transaction covered by 15 USCA 18(a) and we would request confirmation of that position at your earliest possible convenience.

Very truly yours,

[REDACTED]

1/11/93 - called [REDACTED] He advised that [REDACTED] and the latter's principals hold over [REDACTED] and the latter's principals reflect the sense of [REDACTED] is a single entity and controls [REDACTED] The January and [REDACTED] balance sheet are for 12/31/91. At the 12-month ending 12/31/91 [REDACTED] will become the sole member of [REDACTED] in mid-February of 1993. I advised that the January, which is a date not more than 15 months prior to the consummation of the acquisition, indicate that there is nothing over 100M or 10M per year involved in the transaction. Consequently, no HSR filing is required. [REDACTED]