

6802.20; 7A(a)(3)(B)

June 28, 1993

VIA FAX

Richard B. Smith, Esq.
Premerger Notification Office
Bureau of Competition
Room 323
Federal Trade Commission
6th and Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Re: Confirmation of Informal Opinion on H-S-R Reporting Method of Merger Scenario

Dear Dick:

I am writing to confirm the opinion you expressed in our telephone conversation today that the merger scenario set forth below should be treated as a single transaction for purposes of reporting under the Hart-Scott-Rodino Rules and Regulations.

Company A, a manufacturing company, intends to acquire 100% of the outstanding voting securities of four closely held affiliated manufacturing companies ("affiliated companies") in exchange for voting securities of Company A ("the facilities acquisition"). Individual B, the majority shareholder of all four affiliated companies, owns individually and with his wife, the land upon which the affiliated companies are located and from which they operate. As part of the acquisition, but by separate agreement, Individual B and his wife will exchange the land for additional voting securities of Company A ("the land acquisition"). The facilities acquisition is contingent upon the land acquisition and consummation will be simultaneous.

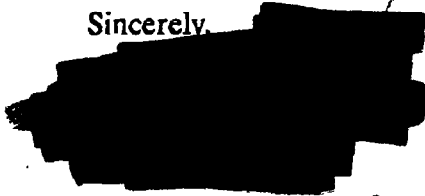
It is our view that this potential acquisition may be reported as one transaction, on one Notification and Report Form. The merger would be identified as an acquisition. The

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value of the transaction would reflect both the value of the facilities acquisition and the land acquisition. In addition, the details of this transaction will be set forth in item 2(a) and the acquisition agreements.

In our telephone conversation you expressed the view that this was the appropriate method to report such a transaction. I would appreciate your initialing this letter and returning it to me as an indication that it accurately reflects our conversation. Should you have any questions, please do not hesitate to call me.

Sincerely,



6/29/93 - Advised writer that land and voting stock held by acquired person could be included as one transaction. Advised that Company A stock taken back by acquired person may also be reportable. ~~It~~ Advised that filing would be made for such.

R. P. Smith