

801.1(a)(2)

May 24, 1995

VIA HAND DELIVERY

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

Dear Dick:

I am writing to confirm our telephone conversation of May 23, 1995, in which we discussed whether the [REDACTED] of the [REDACTED] ("[REDACTED]") is a person under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, 15 U.S.C. § 18a (the "Act"). Based on your review of the attachment hereto, particularly sections 2.5 and 5 of the annotations, you agreed that [REDACTED] is not a person for the purposes of 16 C.F.R. § 801.1(a)(2). Therefore, any acquisition or divestiture directly by The [REDACTED] would not be a reportable event under the Act.

We have advised The [REDACTED] that any acquisition by it is not a reportable event under the Act. If this letter misstates anything we discussed, please call me.

Very truly yours,

Enclosure