

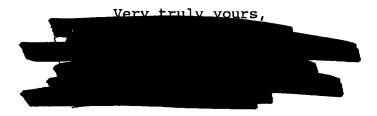
## VIA HAND DELIVERY

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 list a person under the list a person for the attachment hereto, particularly sections 2.5 and 5 of the annotations, you agreed that list a person for the purposes of 16 C.F.R. \$ col.1(a)(2). Therefore, any acquisition or divestiture directly by The list would not be a reportable event under the Act.

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



Enclosure

