VIA TELECOPIER/REGULAR U.S. MAIL

Patrick Sharpe
Compliance Specialist
Premerger Notification Office
Bureau of Competition
Federal Trade Commission
Room 303
6th Street and Pennsylvania Avenue, N.W.
Washington, D.C., 20580

Re

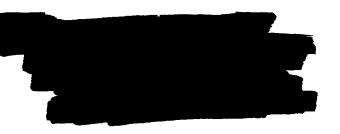
Dear Patrick:

The purpose of this letter is to request an interpretation from the <u>Federal Trade</u> Commission ("FTC") of the requirements under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 and the related FTC rules (the "Act") as applied to the proposed transaction among and their respective affiliates. More specifically, we would like to know whether one or more of the parties to the proposed transaction are required to file a completed Notification and Report Form under the Act prior to consummation of the proposed transaction. Pursuant to our telephone conference on August 9, 1995, a detailed description of the proposed transaction is enclosed.

For your information is the parent company of the parent company o

ATT

. Patrick Sharpe August 18, 1995 Page 2



The parties to the proposed transaction would like to proceed as promptly as possible and, therefore, your immediate attention to this matter would be most appreciated.

If you have any questions or would like to discuss the request being made, please contact me collect at the collect me collect at the collect me collect at the collect me collect me collect me collect at the collect me collect me collect at the collect me coll

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Enclosure

cc: w/enclosure