

May 18, 2000

Via Factimile and First-Class Mail

B. Michael Verne, Esq. Federal Trade Commission Premerger Notification Office Bureau of Competition, Room 303 6th Street and Pennsylvania Avenue, N.W. Washington, DC 20508

e: Ultimate Parent Entity of Filing Person

Dear Mr. Verne:

myld the distinct white the comment and the commentum within the terms of Section

routification office in october 1999, and mainer combinations were me sente as those securities below.

The company in question ("Company"), is organized under the Delaware General

for the Shares ("Certificate of Designation"), which is filed with the Delaware Secretary of State pursuant to Section 151 of the Delaware GCL, provides (i) that each of the Shares entitles the

then is convertible, and (ii) that the Shares and the Company's Common Stock shall vote together as a single class. The Company's Bylaws provide for noncumulative voting for the election of directors.

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conjugate above (i) as halder of Chores shall be entitled to total votion nower in any matter

total voting power of 45 percent of all votes in any matter submitted to a vote of the stockholders of Company.

Command that Alder also me mention to a Comman Stack Subportation and Director

Shareholder, or other shareholders of Company, by virtue of which Shareholder has any contractual power presently to designate 50 percent or more of the directors of Company. Additionally, by virtue of the fact that Company's Bylaws provide for noncumulative voting for disestors. Shareholder does not have the right to clost or cause to be closted 50 percent or more of the directors of Company.

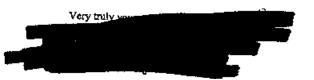
During our discussion of this matter, you concluded that, due to the restrictions in the Certificate of Designation limiting to 45 percent Shareholder's entitlement to vote on the election of directors of Company, and applying the numerical test for calculating the percentage of voting

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Please call me at your convenience to confirm the conclusions described above

GGW/jab



AGREE - THE HUMBER OF PREPERSO SHAPES HELD BY
SHAPEHOLDER IN RELATION TO THE TOTAL OUTSTANDING
SHAPES IS IRRCHEMANT. THE SHAPES HELD CANNOT
CAST MORE THAN 45% OF THE VOTES FOR ELECTION
OF DINECTORS. NOTE THAT THE RESULT WOULD
NOT BE THE SAME (F THE 45% CAP WAS DUE

CENTRUTE OF DUSING ATTOM.

Brushler

5/19/00

N.OWKA & T. HIN WOCK AGREE.