



ITEM 1

September 28, 2000

Per Hand Delivery

Washington, D.C. 20560

Dear Mr. Verne:

This is to confirm our recent telephone conversation regarding Item 7(a) & 7(c)(iv) & (v)

REMARKS / THAT 2 MY NOTU TIME OF X

The Preamble to Item 7 in the instructions to the HSR form requires that the person filing notification supply the 4-digit SIC code and description for any industry in which that person and any other party to the acquisition derived dollar revenues "in the most recent fiscal year." Similarly, Items 7(c)(iv) and (v) require the location of establishments from which the person

IF AN ENTITY IS A SP... SECURITY ACQU... WITH THE PER...

(1.) Establishments which have been sold, closed or otherwise disposed of since the end of the last fiscal year can be omitted from Items 7(a) and 7(c)(iv) and (v).

(2.) Item 9 information must be given if Item 9 thresholds are met, but not Item 7 information, for the following situation: One of the parties enters a new line of business coming within an SIC code from which it previously did not derive revenues as a result of a purchase of stock or assets after the end of its last fiscal year. The other party to the transaction derived revenues from that SIC code in its last fiscal year.

* ASSETS WHICH DO NOT CONSTITUTE AN ENTITY.



Please let me know if you disagree with any of the above [REDACTED] Thank you for your assistance.

Sincerely,

[REDACTED]

[REDACTED]

SEE NOTES ON PAGE 2.

B. Michael Van

9/28/00

[REDACTED]