

Filing Fee

This material may be subject to the confidentiality provisions of Section 7A (a) of the Securities Exchange Act of 1934, which prohibits disclosure of information of financial nature.

October 11, 1990

Mr. Thomas Hanecek, Compliance Specialist

Dear Tom:

This will confirm our telephone call on October 10 in which I explained that Laminar Company intends beneficial ownership of

My question was whether A would have to pay two filing fees, owing to the fact that D and E are technically each separate corporations having separate u.p.e.'s and whose securities are each being acquired (by merger) by A. I indicated, further, that only one fee should be paid because both D and E's principal asset is their

persons and A as the acquiring person; and because the mergers are simply the vehicle through which A will accede to beneficial ownership of the business of Partnership F.

You indicated that the Commission Pre-Merger staff has taken the position that only one filing fee must be paid in this kind of transaction focusing on the fact that the acquiring entity in

assets although those assets are technically held (50%-50%) by two

Mr. Thomas Hancock, Compliance Officer

We have communicated to our client our discussions with you as outlined above. If the foregoing account of our discussion is materially incorrect, please call me at your earliest convenience.

Sincerely yours,

10/15/90

Told [redacted] that the advice I had given her was wrong. We charge one selling fee ~~fee~~ when technically there are two

if I were acquiring F's assets directly. Working on the rules for -  
I told [redacted] that the firm's instructions had to be  
[redacted] that [redacted] is [redacted] [redacted].