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(PS)

[REDACTED]

December 11, 1990

Case #: [REDACTED]
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the confidentiality provisions of
Section 7A (b) of the Clayton Act
which restricts release under the
Freedom of Information Act

VIA FACSIMILE (202) 326-2050

Mr. Patrick Sharpe
Federal Trade Commission
Premerger Notification Office
Bureau of Competition
Room 303
5th Street and Pennsylvania Avenue N.W.

Re: Voting Agreement/Control

Dear Patrick:

This confirms our conversation this morning regarding calculating control. After your consultation with Dick Smith and John Sipple, the Federal Trade Commission's staff has concluded that where a shareholders voting agreement gives irrevocable proxies to two individuals, the number of voting securities represented by the proxies are not aggregated with

the number or percentage of voting securities held by

In our situation, each of the individuals hold between 14% to 15% of the voting securities of the

SENT BY

[REDACTED]

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corporation and since no other individual or entity

corporation itself will be its own ultimate parent
entity.

Very truly yours,

[REDACTED]

[REDACTED]

cc:

[REDACTED]

I concur
call [REDACTED]
12-12-90 (BS)