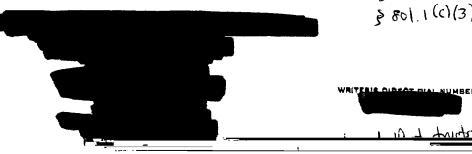
\$ 801.1(b)(2) } 801.1(c)(3)



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VIA TELECOPY NO. (202) 326-2050

Federal Trade Commission Room 303 6th Street and Pennsylvania Ave., N.W. Washington, D.C. 20580

Attn: Mr. Jeff Dahnke

Dear Mr. Dahnke:

50% or more of is. Thurse to ... duer not control under soil (16) rince
the trustee is not downed to have
contracted power to appoint 50%
contracted power to spard.

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I would like to confirm our telephone conversation earlier this morning regarding the Antitrust Improvements Act

trusts which have the same individual trustee and which collectively hold more than 50% of the shares of the issuer. confirmed to me that the Federal Trade Commission's current position is that the issuer is the ultimate parent entity because no other person or entity "controls" the issuer. Although the trusts hold the stock, your determination was that they do not control the issuer.

In addition, you confirmed to me that the Federal Trade Commission would prefer that we characterize this acquisition as an "801.30 acquisition" under the Antitrust Improvements Actoof 1986 and file the appropriate affilesit and correctionation nation required by Section 801.30. If my understanding of our conversation is incorrect. nlesse contact me so cann so ancothle

If you have any questions or comments, please do not hesitate to contact me.

