

§ 801.1(b)(2)
§ 801.1(c)(3)

WRITING DIRECTORIAL NUMBER

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:

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

*50% or more of US. Trustee to ...
does not control under 801.1(b)(2) since
the Trustee is not deemed to have
contractual power to appoint 50%
or more of board.*

trusts which have the same individual trustee and which collectively hold more than 50% of the shares of the issuer. You 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 Act of 1986 and file the appropriate affidavit and corresponding notice required by Section 801.30. If my understanding of our conversation is incorrect, please contact me as soon as possible.

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

Very truly yours,

[Redacted signature]

[Redacted text]