

January 22, 1992

Mr. Patrick Sharpe Premerger Office H-303 Federal Trade Commission Washington, D.C. 20580

Re: Exemption from Filing

Dear Mr. Sharpe:

This letter is to confirm our telephone conversation of

described in the January 16, 1992

letter attached hereto from of my
office, was exempt from the filing requirements of the
Hart-Scott-Rodino Antitrust Improvements Act of 1976, as
amended, for the reasons stated in that letter. You mentioned
to me that you have confirmed this advice with others in the
Premerger Office. I want to thank you for your prompt response
to our request.

