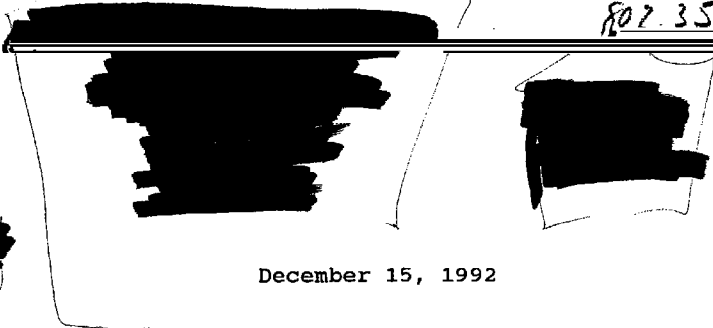


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802.35



December 15, 1992

VIA REGISTERED MAIL

Federal Trade Commission
Washington, D.C. 20580

Attention: Ms. [Redacted]

Re: Request for Confirmation of Informal

Ladies and Gentlemen:

I am writing to confirm the oral advice that you

another corporation ("Company B") in a transaction in which all

whether the acquisition of Company B's voting securities by the ESOT would be reportable for premerger notification purposes.

You indicated that (i) under Sections 801.1(b)(2) and 801.1(c)(3) of the Premerger Notification Rules, Company A, through its control of the ESOT, is to be treated as its own ultimate parent entity for purposes of the Hart-Scott filing; and (ii) under Section 802.30 of the Premerger Notification Rules, the acquisition of Company B shares by the ESOT, (which, following the merger will be controlled by Company B) is exempt from the premerger notification requirement.

802.35



[REDACTED]

Premerger Notification Office
December 15, 1999

If I have misapprehended the FTC's position on this issue, please so notify me immediately since we will be relying upon these principles in going forward with this transaction.

[REDACTED]

[REDACTED]

[REDACTED]