

An irrevocable proxy to vote shares does not, by itself, constitute beneficial ownership of the shares + thus, the holder of the proxy does not hold these shares even though they must be aggregated with shares the person does hold to determine if the person is in control of an issuer.

April 12, 1994

TELETYPE

Bureau of Competition
Premerger Notification Office

Washington, D.C. 20580

Dear Mr. Cohen:

This letter responds to your letter dated April 9, 1994 and is confirmatory of [redacted]

There are 17.2 million outstanding shares of Issuer I's only class of voting securities. The principal holders of its stock (directly or through the intermediaries described below) are Company A, Mr. B, and Company C.

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Company A directly owns 1.2 million shares of I's [redacted]

of J. Mr. B is the other ultimate parent entity of J.

J owns 50% of Partnership P. Company C owns the other 50% of P.

P owns 7 million shares of I's stock, which for HSR purposes are attributed to C through P and also attributed to A and B through P and J.

Separately, C holds irrevocable proxies to vote 3.3 million shares of I's stock. (Note that B does not

