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[REDACTED]

July 12, 1994

Via Telecopy and U.S. Mail

5A(h) of the Clayton Act which restricts release under the Freedom of Information Act.

Mr. Hy David Rubenstein
Premerger Notification Office
Bureau of Competition
Federal Trade Commission
Room 303
6th Street and Pennsylvania, N.W.
Washington, D.C.

Re: Treatment of Voting Securities held by Estate of Deceased Spouse

Dear Mr. Rubenstein:

Purpose of this letter is to confirm the oral advice you gave me concerning the treatment of a natural person and the estate of such person's deceased spouse under the Securities Exchange Act of 1976 and the regulations thereunder. You stated that the estate was considered to be a separate entity under the Securities Exchange Act of 1976 and the regulations thereunder.

and that any trust created by the estate of a deceased natural person who was a spouse of the deceased for the purpose of determining the estate and the surviving spouse under the definitions of "control" and "beneficial ownership" under the Securities Exchange Act of 1976 and the regulations thereunder. You stated that the estate was considered to be a separate entity under the Securities Exchange Act of 1976 and the regulations thereunder.

rendering this advice, you were aware that the estate, will be a beneficiary during her lifetime or the deceased's will, and will also be a co-trustee of such trust.

Please call me at [REDACTED] if you do not agree with my restatement of your oral advice.

Very truly yours,

[REDACTED]

7.13 called writer to confirm JS & RS agree