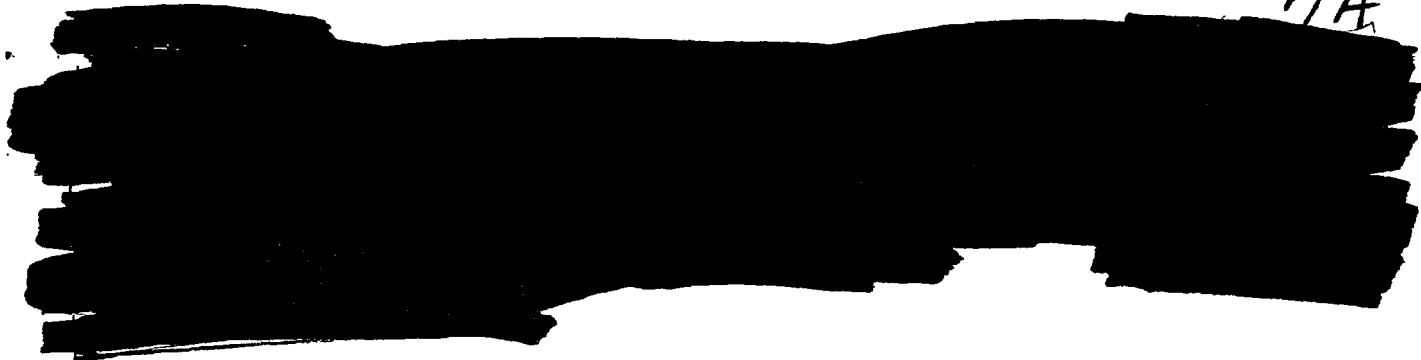


7A



April 3, 1995

This material may be subject to the  
confidentiality provisions of Section  
10(b)(5) of the Securities Exchange Act of 1934.

release under the Freedom of Information  
Act.

Mr. Hy Rubenstein  
Federal Trade Commission  
Premerger Notification Office  
Room 303  
6th and Pennsylvania Avenue N.W.  
Washington, D.C. 20580

Dear Hy:

This letter is to confirm our discussion last Wednesday and to solicit additional comments if necessary.

merger pursuant to applicable state law. As part of this transaction, the Acquiror will form a

for the assumption of approximately \$6 million of the Target's liabilities and the issuance by the Acquiror of non-voting capital equity certificates having a face value of approximately \$4.5 million. Prior to the effective time of the acquisition, the Target will redeem and cancel the voting common stock (together with other non-voting preferred stock) at the aggregate par value of approximately \$575,000. The Target's assets, excluding cash (as permitted by 16 CFR 801.71), will be less than \$16 million at the time of the acquisition.

We note parenthetically, that to be entitled to membership in the Target, a person must: (a) be a producer, (b) patronize the cooperative, and (c) buy at least one share of common stock in the cooperative at par value. Each member of the Target is entitled to one vote regardless of how many shares the member holds. Prior to the effective time of the acquisition, the Target will redeem and cancel the common stock (together with other non-voting preferred stock) at the

[REDACTED]

Mr. Hy Rubenstein  
April 3, 1995  
Page 2

approximately a value of approximately \$575,000. To become a member of the Acquirer, and thus

to have discussed this with you, as well as your further advice.

Sincerely yours,

[REDACTED]

[REDACTED]