

February 25, 1998

VIA FACSIMILE

Mr. Patrick Sharpe Compliance Secolulist

Room 300 5th and Ponnsylvania Ave., N.W. Washington, D.C. 20580

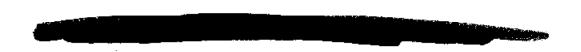
Dear Patrick:

informal agreements with other shareholders of Company B. The law of the jurisdiction in which Company A and Company B are incorporated states that Company A has de facto control over Company B due to the fact that the votes cast by Company A at recent Company B shareholder meetings constituted over 50 percent

You stated that the Federal Trade Commission Compliance Office interprets 16 C.F.R. § 801.1(b) as stating that control by one entity over another entity will only be conferred in one of the following three ways: (1) direct ownership of 50 percent or more of

of the total votes cast by Company B shareholders present at the shareholder meetings. This is a consequence of the failure of many of Company B's minority

shareholders to attend and vote at shareholder meetings.



Mr. Patrick Sharpe February 25, 1998 Page 2

the issued and mustanding voting securities of the issues. (The access to the

the FEC does not remaider to force assess a second and the process of the process

since Company A does not control Company B, the sales of Company B in or into the United | 404.5

Please call me immediately at the second of I have in anyway misunderstand your interpretation of the HSR Act and the definition of control. As always, I appreciate your assistance in this matter. Best regards.

Sincerely.

Called 2/27/99
T concur