

Rule 601(1)(B)

June 11, 1998

Ms. Alice Villavicencio
Federal Trade Commission
6th Street & Pennsylvania Avenue, N.W., Room 303
Washington, D.C. 20580

Dear Ms. Villavicencio:

In reference to our telephone conversations today, this letter will confirm our discussions concerning the questions set forth below.

Mr. Smith currently owns 51% of the outstanding stock of Seller Corporation

(the "HSR Notice").

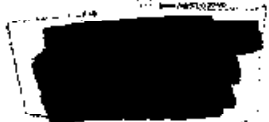
Prior to entering into a final agreement concerning the acquisition, Mr. Smith, as settlor of the trust, plans to transfer 2% of his stock in Seller Corporation to a

Under these circumstances and pursuant to the Control Rule {16 CFR

if this is incorrect, please let me know.

Thank you for your prompt and courteous assistance in this matter, and please contact me if you have any questions.

Sincerely,



Called within on June 12, 1998. AMW

Sent Via Facsimile 