

October 7, 1999

VIA FACSIMILE

Michael Verne, Esq.
Federal Trade Commission
Premerger Notification Office
6th Street & Pennsylvania Avenue, NW
Washington, D. C. 20580

Re: Notification and Report Form - Size of Person Determination

Dear Mr. Verne:

I am writing to confirm the conclusions we made in our conversation this morning and to thank you for your assistance.

dollars in assets as stated on its most recently prepared financial statements using the income tax basis of accounting. I specifically asked whether the parties to the transaction would be required to file

a financial statement prepared in accordance with the accounting principles normally used by the person and that the financial statements were prepared within the last 15 months. You indicated that according to Rule 801.11(b)(2), this person would not meet the size of person test and the parties to the transaction would not be required to file an HSR Form.

You further clarified that the person is allowed to rely on its financial statements despite the fact that they may not be consistent with generally accepted accounting principles ("GAAP"). You referred me to the Premerger Notification Practice Manual, Item 1.1.2. The conclusion that the

Very truly yours,

IS NOT SUBJECT TO THE SIZE OF PERSON TEST
Brennan
bks