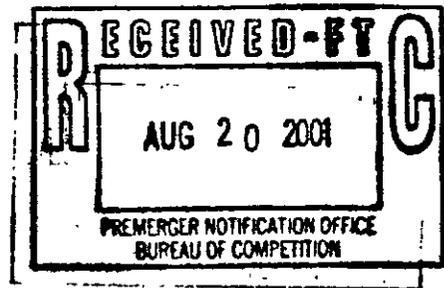


[REDACTED]

[REDACTED]

[REDACTED]

August 17, 2001



Marian Bruno  
Pre-Merger Notification Office  
H-303  
Federal Trade Commission  
Washington, DC 20580

Dear Ms. Bruno:

The purpose of this letter is to confirm in writing, receipt of your voice mail message in which you concurred with our analysis that a transaction involving: (i) the formation of a non-profit agricultural cooperative (hereinafter referred to as "New Coop"), having [REDACTED] a non-profit Florida agricultural cooperative marketing association [REDACTED] and [REDACTED], a non-profit California agricultural cooperative marketing association [REDACTED] as its members; and (ii) a Supply and Marketing Agreement between New Coop and [REDACTED] for the supply of citrus fruits used in the production of citrus juice products marketed by [REDACTED] throughout the western U.S. market, is exempt from the requirement to submit a Notification and Report Form for Certain Mergers and Acquisitions.

I appreciate your prompt response to our initial request letter dated August 3, 2001. If you have any other further questions or comments regarding this matter, please feel free to call me directly.

Very truly yours,

[REDACTED]

cc [REDACTED]