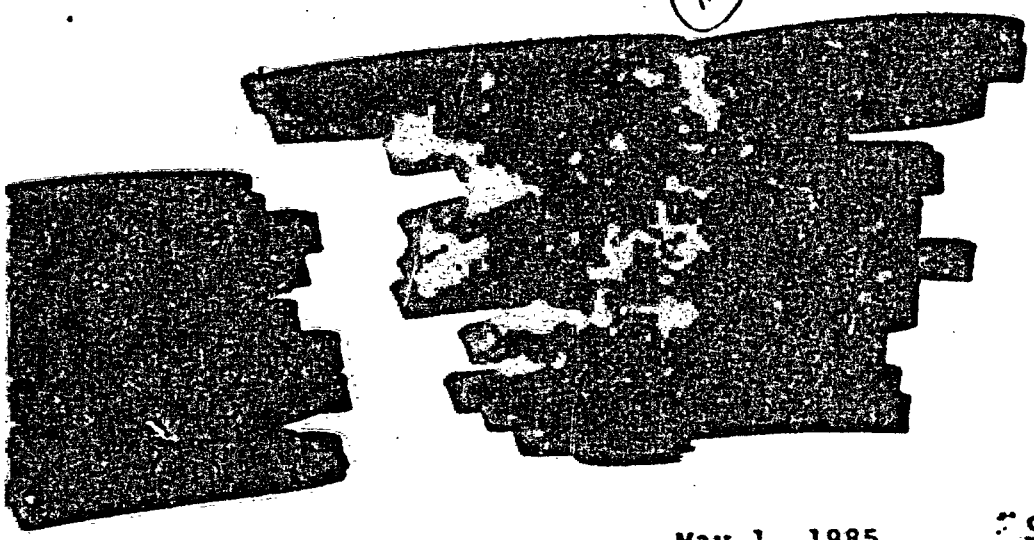

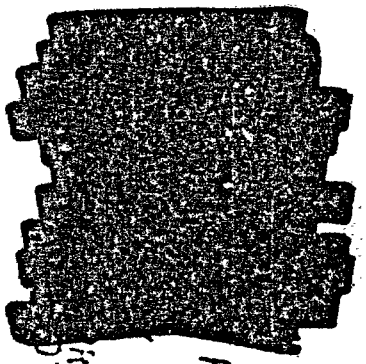

May 1, 1985

Mr. Andrew Scanlon
Compliance Specialist
Premerger Notification Office
Federal Trade Commission
Washington, D.C. 20580

Re: Premerger Compliance

Dear Mr. Scanlon:

This is to confirm our telephone discussion of April 17, 1985 regarding the purchase of a partnership interest. In our situation, Company A and Company B each own 50% of the interest in a partnership ("Partnership"). Partnership's sole asset is the stock of Company X. Company A is planning to buy out Company B's interest in Partnership. This transaction is considered an asset acquisition under the Premerger Notification Rules (the "Rules").

As you explained, Partnership is its own Ultimate Parent Entity and will be the Acquired Person. Partnership has less than $100,000,000 in sales and assets. Company A as the Acquiring Person had under $100,000,000 in sales and assets. Accordingly, the above-described transaction does not meet the Size-of-the-Person test set forth in the Rules.

Based on these facts and the conclusions reached in our telephone conversation of April 17, 1985, we will not be making a Hart-Scott-Rodino filing for this transaction on behalf of our client referred to herein as Company A.

Sincerely yours,

[redacted]

[redacted]