

201.1(b)

(PS)

[REDACTED]

December 11, 1990

This material may be subject to the confidentiality provisions of Section 74 (b) of the Clayton Act which restricts release under the Freedom of Information Act

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VIA FACSIMILE (202) 326-2050

Mr. Patrick Sharpe
Federal Trade Commission
Premerger Notification Office
Bureau of Competition
Room 303
6th Street and Pennsylvania Avenue, N. W.
Washington, D. D. 20580

Re: Voting Agreement/Control

Dear Patrick:

This confirms our conversation this morning regarding calculating control. After your consultation with Dick Smith and John Sipple, the Federal Trade Commission's staff has concluded that where a shareholders voting agreement gives irrevocable proxies to two individuals, the number of voting securities represented by the proxies are not aggregated with either of the individual's shareholdings to determine the number or percentage of voting securities held by that individual. Moreover, the voting securities represented by the proxies are also not aggregated to either of the individual's shareholdings for purposes of determining whether the individuals have the contractual power to designate 50% or more of the directors of a corporation.

In our situation, each of the individuals hold between 14% to 15% of the voting securities of the

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corporation and since no other individual or entity holds 50% or more of the voting securities of the corporation or has the contractual power to designate 50% or more of the directors of the corporation, the corporation itself will be its own ultimate parent entity.

Very truly yours,

[REDACTED]

[REDACTED]

cc:

[REDACTED]

I concur
call [REDACTED]
12-12-90 (BS)