

§ 801.1(b)(2)
§ 801.1(c)(3)

WRITERS DIRECT DIAL NUMBER

May 17, 1991

VIA TELECOPY NO. (202) 326-2050

Federal Trade Commission
Room 303
6th Street and Pennsylvania Ave., N.W.
Washington, D.C. 20580

Attn: Mr. Jeff Dahnke

Dear Mr. Dahnke:

I would like to confirm our telephone conversation earlier this morning regarding the Antitrust Improvements Act Notification and Report Form. I conveyed to you that we are representing an acquiring person who is acquiring the stock of an issuer from seven shareholders. Four of the shareholders are trusts which have the same individual trustee and which collectively hold more than 50% of the shares of the issuer. You confirmed to me that the Federal Trade Commission's current position is that the issuer is the ultimate parent entity because no other person or entity "controls" the issuer. Although the trusts hold the stock, your determination was that they do not control the issuer.

In addition, you confirmed to me that the Federal Trade Commission would prefer that we characterize this acquisition as an "801.30 acquisition" under the Antitrust Improvements Act of 1986 and file the appropriate affidavit and corresponding notice required by Section 801.30. If my understanding of our conversation is incorrect, please contact me as soon as possible.

Thank you for your assistance in this matter.

If you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

5/17/91 Explained that trusts do not control since none of them hold 50% or more of the ^{the} vs. Trustee ^{also} does not control under 801.1(b)(2) since the Trustee is not deemed to have contractual power to appoint 50% or more of board.

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