

July 1, 1991

VIA TELECOPIER

Mr. Dick Smith
Premerger Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
Washington, D.C. 20580

Dear Mr. Smith:

This letter is to confirm our telephone conversation today in which you stated that in accordance with Paragraph 169 of the ABA's Premerger Notification Practice Manual, written notification to all the shareholders of a closely held corporation will satisfy the public announcement requirement under § 803.5(a)(2) of the Premerger Notification Rules.

If my understanding of the public announcement requirement is incorrect in any way, please contact me at

Sincerely,



