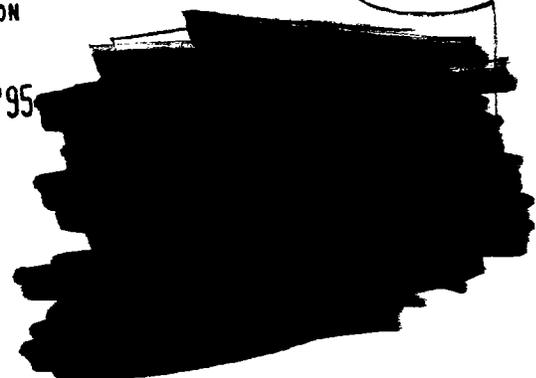


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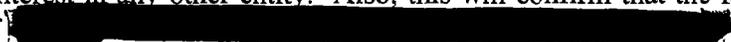
October 5, 1995

Mr. Richard Smith
Premerger Notification Office
Room 303
Federal Trade Commission
Washington, D.C. 20580

RE:  Request for Opinion Regarding Filing Under
Hart-Scott-Rodino Act

Dear Mr. Smith:

Thank you for your telephone call today in response to my letter of October 2, 1995. Your informal interpretation, responding to our request for an informal confirmation of our conclusion, was that filing would not have to be made under the Hart-Scott-Rodino Act for the transaction described in our letter.

You asked me questions during our conversation and this will confirm that none of the entities described in the letter of October 2 are engaged in manufacturing, as that term is defined in the statutes and regulations governing the Hart-Scott-Rodino Act. No entity or individual owns a 50% or greater interest in any of the entities described in our letter, and neither do the entities own a 50% or greater interest in any other entity. Also, this will confirm that the fair market value of the assets of  excluding liabilities, are more than \$10 million but less than \$15 million.

Thank you for your prompt response to our letter.

Yours very truly,



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