

Rule 601(1)(B)

June 11, 1998

Ms. Alice Villavicencio
Federal Trade Commission
6th Street & Pennsylvania Avenue, N.W., Room 303
Washington, D.C. 20580

Dear Ms. Villavicencio:

In reference to our telephone conversations today, this letter will confirm our discussions concerning the questions set forth below.

Mr. Smith currently owns 51% of the outstanding stock of Seller Corporation. Buyer Corporation is considering acquiring all of the outstanding stock of Seller Corporation. Proper notice must be filed with your office pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the rules thereunder (the "HSR Notice").

Prior to entering into a final agreement concerning the acquisition, Mr. Smith, as settlor of the trust, plans to transfer 2% of his stock in Seller Corporation to a charitable remainder trust, leaving him, individually, owning 49% of the common stock of Seller Corporation. Mr. Smith and his wife would be the co-trustees of the trust with the power to name or remove any other trustees. The trustees would control the disposition of the stock in Seller Corporation. The trust would be irrevocable, and Mr. Smith would not retain a reversionary interest in it. (*Settlor is Settlor of Trust*)

Ms. Alice Villavicencio
Federal Trade Commission
Page 2
June 11, 1998

Under these circumstances and pursuant to the Control Rule {16 CFR §801.1(b)}, you confirmed that Mr. Smith would still be the appropriate person to file the HSR Notice and be ultimate parent entity of all acquired persons. *Mr. Smith would still hold 51% thus, he is the UPE.*
If this is incorrect, please let me know.

Thank you for your prompt and courteous assistance in this matter, and please contact me if you have any questions.

Sincerely,



Called Wilson on June 12, 1998. AMW

Sent Via Facsimile 

