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March 31, 1975


Mr. John Huber
Securities and Exchange Commission
500 North Capitol Street - Room 531
Washington, D.C. 20549

First National City Bank
Commingled Employee Benefit Trust

Dear Mr. Huber:

Pursuant to your telephone conversation this afternoon with Mr. Carswell of this office, I enclose herewith a copy of Section 2.2 of the Declaration of Trust, dated as of October 1, 1962, pursuant to which the Commingled Employee Benefit Trust was established. This Section is the basis for the statement on page 2 of Mr. Carswell's letter of February 19, 1975 to the effect that the Bank, as Trustee, is authorized to establish several funds in which CEFT assets may be invested.

Very truly yours,


Cornelius J. Dwyer, Jr.

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cc: Mr. Carswell