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FILE NO. 023491-0017

December 22, 2000

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VIA FACSIMILE AND U.S. MAIL

Marion Bruno, Esq.
Assistant Director
Federal Trade Commission
Bureau of Competition
Premerger Notification Office
Room 303
6th and Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Re: Swedish Match North America, Inc./National Tobacco Company

Dear Marion:

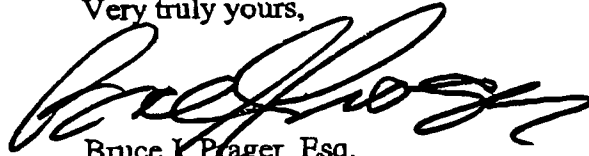
This letter follows upon the conversation that my partner James Kearney and I had this morning with John Graubert of the Federal Trade Commission, General Counsel's office. I am writing on behalf of Swedish Match North America, Inc., and with the concurrence of National Tobacco Company, to advise you that those parties have determined to abandon the February 10, 2000 Asset Purchase Agreement relating to Swedish Match's proposed purchase of National's chewing tobacco brands and related assets. Accordingly, I have been authorized by Swedish Match AB to withdraw the Hart-Scott-Rodino Antitrust Improvements Act Notification and Report Form, Transaction No. 2000-1965, that it filed in connection with that proposed transaction.

LATHAM & WATKINS

Marion Bruno, Esq.
December 22, 2000
Page 2

Should you have any questions regarding this matter please call me. Have a very happy Holiday Season.

Very truly yours,

A handwritten signature in black ink, appearing to read "Bruce J. Prager". The signature is fluid and cursive, with a large initial "B" and "P".

Bruce J. Prager, Esq.
of LATHAM & WATKINS

cc: John D. Graubert, Esq.
Richard Liebeskind, Esq.