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TELECOPY COVER LETTER

November 7, 1997

TO: 14 South Court Street
Suite 301
Athens, Ohio 45701

ATTENTION: Robert J. Shostak, Esq.

FROM: Frank L. Merrill :

COMMENTS: _____

We are transmitting 2 pages including this cover letter. If this transmission is not complete, please call (614) 227-2300 and ask for the telecopy operator at extension 2469. If you have any other questions, please ask for Vicky Crawford at extension 2483. Thank you.

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November 7, 1997

TELECOPY & REGULAR MAIL

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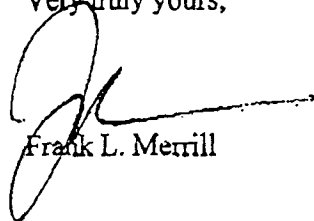
Craig A. Woods, Esq.
Squire, Sanders & Dempsey
1300 Huntington Center
41 South High Street
Columbus, Ohio 43215

**Re: In Re Southdown, Inc. Litigation
Case No. C-3-93-270 and C-3-93-354**

Dear Bob and Craig:

For your information, I am writing to notify you that Southdown has sold the A Tract Quarry, which includes Landfill No. 1, to two independent third parties, Dirtvest Ltd. and 444-Sandhill, Inc. I am not at liberty at this time to disclose any of the other details regarding this transaction.

Very truly yours,



Frank L. Merrill

vac

cc: Patrick Bullard, Esq.

446249

EXHIBIT B

