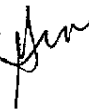


HUNTON & WILLIAMS

MEMORANDUM

TO: David Rees Davies, Esq.

DATE: May 18, 1992

FROM: Virginia M. Murphy 

FILE: 65000.005008

Phoenix Marketing & Research, Inc.

Attached are two originals and one copy of an amendment of the Marlboro Racing agreement with Pheonix Marketing & Research, Inc. if the amendment meets with your approval, please deliver the originals to Steve Sampson.

V.M.M.

2065039758