

FEATHERSTONHAUGH, CONWAY, WILEY & CLYNE, LLP

99 PINE STREET
ALBANY, NEW YORK 12207

(518) 436-0786
FAX (518) 427-0452

JAMES D. FEATHERSTONHAUGH
THOMAS A. CONWAY
STEPHEN J. WILEY
ELIZABETH K. CLYNE

GOVERNMENTAL RELATIONS
JOHN L. HARDY
DANIEL G. PLUMMER
JOHN P. GRIFFIN

WILLIAM F. CONWAY
JEFFREY J. CONKLIN
OF COUNSEL

NADINE FEIDEN SHADLOCK
DENIS R. HURLEY, JR.
ANDREW W. KIRBY
WILLIAM F. CONWAY IV
JOHN L. CORDO
STEVEN G. COOPERMAN

January 17, 1997

Walter N. Woodson, Secretary-Treasurer
Tobacco Industry Labor Management Committee
PO Box 65311
Washington, D.C. 20035

Dear Mr. Woodson:

We have enjoyed working with you representing the interests of the Tobacco Industry Labor Management Committee during the 1996 session and would be pleased to continue this representation in the coming session.

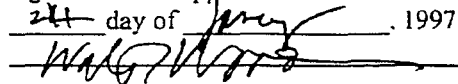
Featherstonhaugh, Conway, Wiley & Clyne, LLP will provide the Tobacco Industry Labor Management Committee with legislative and regulatory representation during the 1997 legislative session, specifically from January 1, 1997 through December 31, 1997 and propose to do so for an annual fee of \$45,000, payable in equal monthly installments of \$3,750. We further agree to obtain prior approval for any extraordinary expenses.

If the above meets with your approval, please so indicate by signing this letter in the space provided below and return it to me at the above address. We will register as lobbyists for the Tobacco Industry Labor Management Committee with the New York Temporary State Commission on Lobbying upon receipt of this executed agreement.

Very truly yours,

FEATHERSTONHAUGH, CONWAY,
WILEY & CLYNE, LLP


Elizabeth K. Clyne

Agreed and accepted this
24 day of May, 1997


retainer

TCAL0152621