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MEMBER

June 15, 1993

Ms. Victoria C. Phelps
Latham & Watkins
Attorneys at Law
633 West 5th Street, Suite 4000
Los Angeles, California 90071-2007

RE: CompUSA Inc.
Senior Subordinated Notes Due 2000
(Guarantees by Compudyne Products, Inc.,
Compudyne Direct, Inc., CompFinance Inc.
and CompService Inc.)

Dear Ms. Phelps:

This is in response to your letter dated May 27, 1993, and received by this Agency May 28, 1993. It will also serve to confirm our telephone conversation on June 3, 1993.

Your letter and supplemental materials indicate that CompUSA Inc. (the "Company") will issue its Senior Subordinated Notes due 2000 (the "Notes"). You indicated that the Notes have been approved for listing upon notice of issuance on the New York Stock Exchange. In addition, the Notes will be guaranteed by Compudyne Products, Inc., Compudyne Direct, Inc., CompFinance Inc. and CompService Inc., the Company's wholly-owned subsidiaries. You noted that such guarantees (the "Guarantees") may not be offered and sold separately from the Notes and that no additional consideration will be required in order to receive the Guarantees.

Based upon the foregoing understanding, the Staff of the State Securities Board will recommend no action to require registration as separate securities of the Guarantees to be issued by Compudyne Products, Inc., Compudyne Direct, Inc., CompFinance Inc. and CompService Inc. as described above.

Please note that this Agency has not made an independent investigation of the facts, but has relied solely upon the

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information you have provided. If this information is incorrect or changes substantially, the staff would reconsider the matter and the no-action position stated above would be void.

I trust this information answers your inquiry. Please feel free to write us if you need further information.

Very truly yours,

RICHARD D. LATHAM
Securities Commissioner

Denise Voigt Crawford
General Counsel

DVC:bp