



State of Utah
DEPARTMENT OF COMMERCE
DIVISION OF SECURITIES

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October 30, 1997

Alan P. Baden
Vinson & Elkins
2300 First City Tower
1001 Fannin Street
Houston, TX 77002-6760

Re: Alcatel Alsthom Compagnie Générale d'Electricité File # 6-6281-19/B00025974

Dear Mr. Baden:

This letter is in response to your letter dated October 24, 1997 regarding Alcatel Alsthom Compagnie Générale d'Electricité ("Company"). In your letter, you requested a No-Action Letter regarding the proposed offer and sale of American Depository Shares ("ADS"), pursuant to the Company's 1997 Group Company Plan for Employees of U.S. Subsidiaries, to residents of Utah, without registration under the Utah Uniform Securities Act ("Act"). The ADS, including the ADS to be issued pursuant to the Plan, are or will be listed on the New York Stock Exchange and are therefore "federally covered securities."

Based on the facts presented in your letter, and in reliance upon your opinion as counsel, the Staff of the Utah Division of Securities ("Division") will not recommend any enforcement or administrative action should the transaction proceed as outlined in your letter. To avoid unnecessary restatement or summarization of the facts set forth in your letter, the Division's response is attached to a photocopy of your letter.

This response does not purport to express any legal conclusions regarding the applicability of statutory or regulatory provisions of federal or state securities laws to the questions presented. It merely expresses the opinion of the Division Staff on enforcement or other administrative actions.

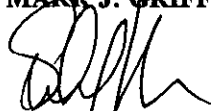


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As this recommendation is based upon the representations made to the Division, any different facts or conditions of a material nature might require a different conclusion. Furthermore, this No-Action Letter relates only to the transaction described above and will have no value for future similar offerings and does not absolve any party involved from complying with the anti-fraud provisions contained in § 61-1-1 of the Act.

Very truly yours,

UTAH DIVISION OF SECURITIES
MARK J. GRIFFIN, DIRECTOR



S. Anthony Taggart
Assistant Director

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October 24, 1997

FEDERAL EXPRESS

Mr. Mark J. Griffin, Director
Department of Commerce, Division of Securities
160 East 300 South, 2nd Floor
Salt Lake City, Utah 84111

Re: Alcatel Alsthom Compagnie Générale d'Electricité ("Alcatel Alsthom" or the "Company") - Alcatel Alsthom 1997 Group Company Plan for Employees of U.S. Subsidiaries (the "Plan")

Dear Mr. Griffin:

The purpose of this letter is to request that the Securities Division confirm in writing the availability of the exemption in Section 61-1-14(1)(j) of the Utah Securities Act (the "Act") in order to perfect dealer and/or agent licensing exemption(s) for the Company, its officers and employees, as issuer of the deposited securities, and the legal entity created by the Deposit Agreement between the Company and The Bank of New York (the "Depository"), when offering and selling its American Depositary Shares ("ADSs") pursuant to the Plan to eligible U.S. employees of the Company's participating U.S. direct and indirect subsidiaries residing in the State of Utah.

The Company's shares, nominal value 40 french francs, are not traded in the United States; rather, any such shares that would otherwise be so traded are deposited with the Depository in exchange for ADSs. The ADSs, including the ADSs to be issued pursuant to the Plan, are or will be listed on the New York Stock Exchange and are therefore "federally covered securities". In addition, the ADSs to be issued pursuant to the Plan are exempt from securities registration pursuant to Section 61-1-14(1)(g) of the Act.

We have enclosed for your information a copy of the Company's Registration Statement on Form S-8 with respect to the ADSs to be issued under the Plan, as filed with the Securities and Exchange Commission (the "SEC") on October 23, 1997, together with a copy of the related Prospectus, which describes the Plan.

The Company is a French company. The purpose of the offering is to encourage employee ownership of the Company and to raise capital for the Company.

Mr. Mark J. Griffin
Director
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Participants in the Plan will acquire ADSs rather than shares, on the basis of five ADSs for each Share. The ADSs will be evidenced by American Depositary Receipts ("ADRs"). The ADRs will be held by a bank acting in a custodial capacity for the accounts of the participants during the pendency of the restrictions against sale or other disposition of the ADSs set forth in the Plan and described in the Prospectus.

The Plan will not be qualified under Section 401(a) of the Internal Revenue Code of 1986, as amended, and is not subject to the Employee Retirement Income Security Act of 1974, as amended.

No commissions or other remuneration will be paid for the solicitation of employees to participate in the Plan, other than normal salaries.


Also enclosed is a check in the amount of \$120 as payment for the no-action request filing fee.

Since the Registration Statement relating to the ADSs became effective upon filing with the SEC, we respectfully request acceleration or waiver of any waiting period.

As evidence of receipt, please stamp the receipt copy of this letter and return to the undersigned in the enclosed business reply envelope.

If you should have any questions, please call the undersigned at the above number or Wendy Conrad, Legal Assistant, at (713) 758-4538.

Very truly yours,


Alan P. Baden *WC*

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Enclosures

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