

[REDACTED]

July 11, 1985

Rayne Kaplan, Esq.  
Mergers Notification Office  
Bureau of Competition  
Federal Trade Commission  
Washington, D.C. 20580

Re: Acquisition of [REDACTED]

Dear Mr. Kaplan:

On January 2, 1985, notice was provided to the parties of the Federal Trade Commission's approval of the above referenced acquisition.

As described in the original submission to the Commission, the terms of the approved transaction contemplated the acquisition, by a company of which the [REDACTED] is the ultimate parent entity, of One Hundred percent (100%) of the shares of [REDACTED]. The parties to this transaction were [REDACTED] its current shareholders and a company of which [REDACTED] is the ultimate parent entity. This transaction was, however, never brought to completion.

A new agreement has now been entered into between [REDACTED] its current shareholders and a company of which [REDACTED] is the ultimate parent entity. Under this agreement, [REDACTED], as the ultimate parent entity, will initially acquire a Sixty percent (60%) interest in [REDACTED] with various options to acquire an additional Thirty percent (30%) interest for a total of ninety percent (90%). Shares in [REDACTED] which are not initially acquired by [REDACTED] or are not thereafter acquired by [REDACTED] pursuant to the options, will remain with the current shareholders or be purchased by [REDACTED].

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Based on your recent conversation with [REDACTED],  
counsel for [REDACTED], it is our understanding that a new  
merger notification form does not have to be filed, given  
that there are no antitrust ramifications arising from the  
proposed acquisition.

We appreciate your assistance on this matter.

Sincerely,

[REDACTED]

[REDACTED]

OK  
WEP 7/18/85