

July 11, 1985

ayne Kaplan, Esq. cemerger Notification Office ureau of Competition ederal Trade Commission ashington, D.C. 20580

Re: Acquisition of

ear Mr. Raplan:

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

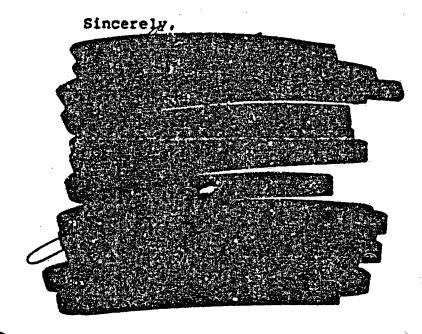
As described in the original submission to the ommission, the terms of the approved transaction contemplated he acquisition, by a company of which the is the ultimate parent entity, of One Hundred etcht (100k) of the shares of the parties to this transaction were its current shareholders and a company of which is he ultimate parent entity. This transaction was, however, ever brought to completion.

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

who Kaplan, Esq. My 11, 1985 ge Two

Based on your recent conversation with sunsel for , it is our understanding that a new emerger notification form does not have to be filed, given there are no antitrust ramifications arising from the vised acquisition.

We appreciate your assistance on this matter.



OK R 7/18/85