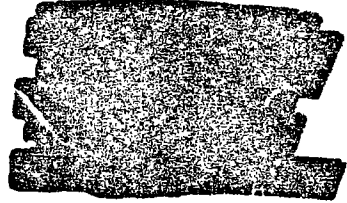
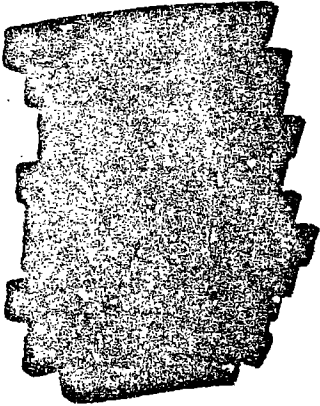


PS



April 25, 1985

This material may be subject to the confidentiality provisions of Section 7A of the Securities Exchange Act which restricts disclosure under the Freedom of Information Act

RECEIVED  
APR 29 9 37 AM '85  
PRE MERGER  
NOTIFICATION  
OFFICE

Mr. Patrick Sharpe  
Pre Merger Notification Office  
Bureau of Comp.  
Room 303  
6 Pennsylvania Ave, N.W.  
Washington, D.C., 20580

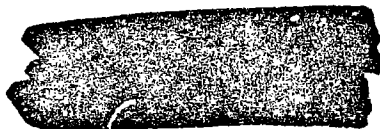
Dear Mr. Sharpe:

Reference is made to our letter dated April 3, 1985 and our previous conversations that are reflected therein. A copy of the letter is enclosed herewith for your convenience.

Since we have not received any response from you, we assume that the contents of our letter accurately reflects our conversation and the Commissions current position concerning the matters discussed therein. Accordingly, and based thereupon, we shall advise our client that it may proceed with its contemplated acquisition without complying with the reporting requirements under the Hart, Scott and Rodino Act.

Thank you for your assistance on this matter.

Very truly yours,



enclosure

called 5-2-85  
I concur with letter  
of April 3, 1985.  
Patrick