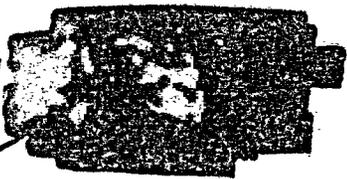


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File



August 26, 1985

Via Federal Express

This material may be subject to the provisions of Section 552 of the Clayton Act which restricts release under the Freedom of Information Act

Ms. Suzanne Tetreault
Premerger Notification Office
Federal Trade Commission
6th Street & Pennsylvania Avenue
Washington, D. C. 20580

Dear Ms. Tetreault:

This letter is intended to confirm our telephone conversation of August 1, 1985.

I represent one of two "ultimate parent entities" who filed notification on [redacted] 1985, with respect to a contemplated sale by the first entity to a corporation controlled by the second entity of all of the voting securities of one of the subsidiaries of the first entity. The names of the parties are omitted here because publicly traded companies are involved, and the proposed sale has not yet been publicly announced.

The transaction described in the letter of intent accompanying the filings did not take place. The parties have renegotiated the consideration for the sale. As described in the letter of intent accompanying the filings, the consideration for the purchase was to have been 85% of the net book value of the first entity's subsidiary, payable 83.33% in cash and 16.67% in newly issued, non-voting preferred stock of the corporation controlled by the second entity. In the renegotiated transaction, the consideration is to be all cash, in an amount in excess of \$15,000,000, subject to certain adjustments based on the results of an audit as of June 30, 1985, and the results of operations between June 30, and the date of closing. Closing is expected to take place in the next few months, and in all events, prior to May 30, 1986.

Other than with respect to the nature, amount and timing of the consideration to be paid, the transaction now contemplated is the same as the transaction described in the May 30, 1985, filings. You advised me that in these circumstances, no new, further or amended filings would be required, and that the parties were free to

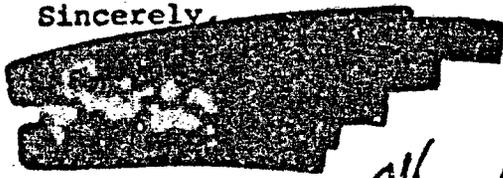
Ms. Suzanne Tetreault
August 26, 1985
Page Two

close the restructured transaction at any time because more than thirty days have passed (without a request by the F.T.C. for further information) since the filings were made. We recognize, of course, that a new filing would have to be made if closing were to take place more than a year after the expiration of the waiting period.

If I have misstated your conclusion, or have omitted any fact which you believe to be pertinent, please let me know as soon as possible. If we do not hear further, the parties will close the transaction, without further filings, in reliance on the foregoing.

Thanks very much for your assistance.

Sincerely,

A large, dark, rectangular redaction covering the signature area.

OK
Aval
8/28/85

A small, dark, horizontal redaction mark.