



March 2, 1987

Linda A. Heban, Esquire
Premerger Notification Office
Federal Trade Commission
Room 303
6th & Pennsylvania Avenue, N.W.
Washington, D.C. 20580

RECEIVED
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FEDERAL TRADE COMMISSION
NOTIFICATION

Re: Premerger Notification concerning the proposed acquisition of certain voting securities of [REDACTED]

Dear Linda:

Late last week, [REDACTED] received early termination in connection with the above-referenced acquisition. Since that time the transaction has been slightly restructured. As you recall, [REDACTED] was to have bought [REDACTED] (an indirect wholly-owned subsidiary of [REDACTED]). The only operating entity of [REDACTED] was its wholly-owned subsidiary, [REDACTED]. The transaction has been restructured so that the voting securities of [REDACTED] will be bought from [REDACTED]. Just prior to the acquisition of [REDACTED] individuals, who are currently holders of [REDACTED] notes, will acquire voting securities of [REDACTED] from [REDACTED]. No individual will hold in excess of 34% of [REDACTED].

As I am sure you can see, the information which [REDACTED] would file as the ultimate parent entity of [REDACTED] will be identical to the information which [REDACTED] filed as the ultimate parent entity of [REDACTED]. The information which [REDACTED] will file will be identical to that which it filed in connection with the above-referenced transaction.

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In light of the above, it would seem that no useful purpose would be served by an additional filing and processing of a request for early termination.

Once you have reviewed this letter, would you please call me. Thank you for your cooperation.

Very truly yours,

3/3/87 must re-file.