

[Redacted]

*File*

September 20, 1985

Bureau of Competition  
Federal Trade Commission  
Washington, DC 20580

Attn: Andrew Scanlon

Re: Notification and Report Forms [Redacted]  
Under the  
Hart-Scott-Rodino Act of 1976 (the "Act")

Dear Sirs:

On February 27, 1985, the captioned Notification and Report Forms were filed with the Department of Justice and the Federal Trade Commission. The applicable waiting period with respect thereto expired on March 29, 1985. Such Forms described a contemplated acquisition by [Redacted] (the "Acquiring Person") of the voting securities of two newly formed corporations to which substantially all the assets and business of [Redacted]

[Redacted] respectively, were to be transferred as part of a related corporate reorganization. We wish to advise you that the Acquiring Person now intends to purchase only the voting securities of a new corporation holding substantially all the assets and business of [Redacted]

Since the revised arrangement is a "lesser included" transaction of the acquisition described in the captioned Notification and Report Forms, we believe no new filing under the Act is required. Please inform me if you have any questions concerning this matter.

Very truly yours,

[Redacted Signature]

*OK*  
*[Signature]*  
*9/24/85*

*Upon later review it appears that the current position of the office is that a new filing may be required when a significant reorganization of even less than that which was filed for is involved. WPK 3/18/87*