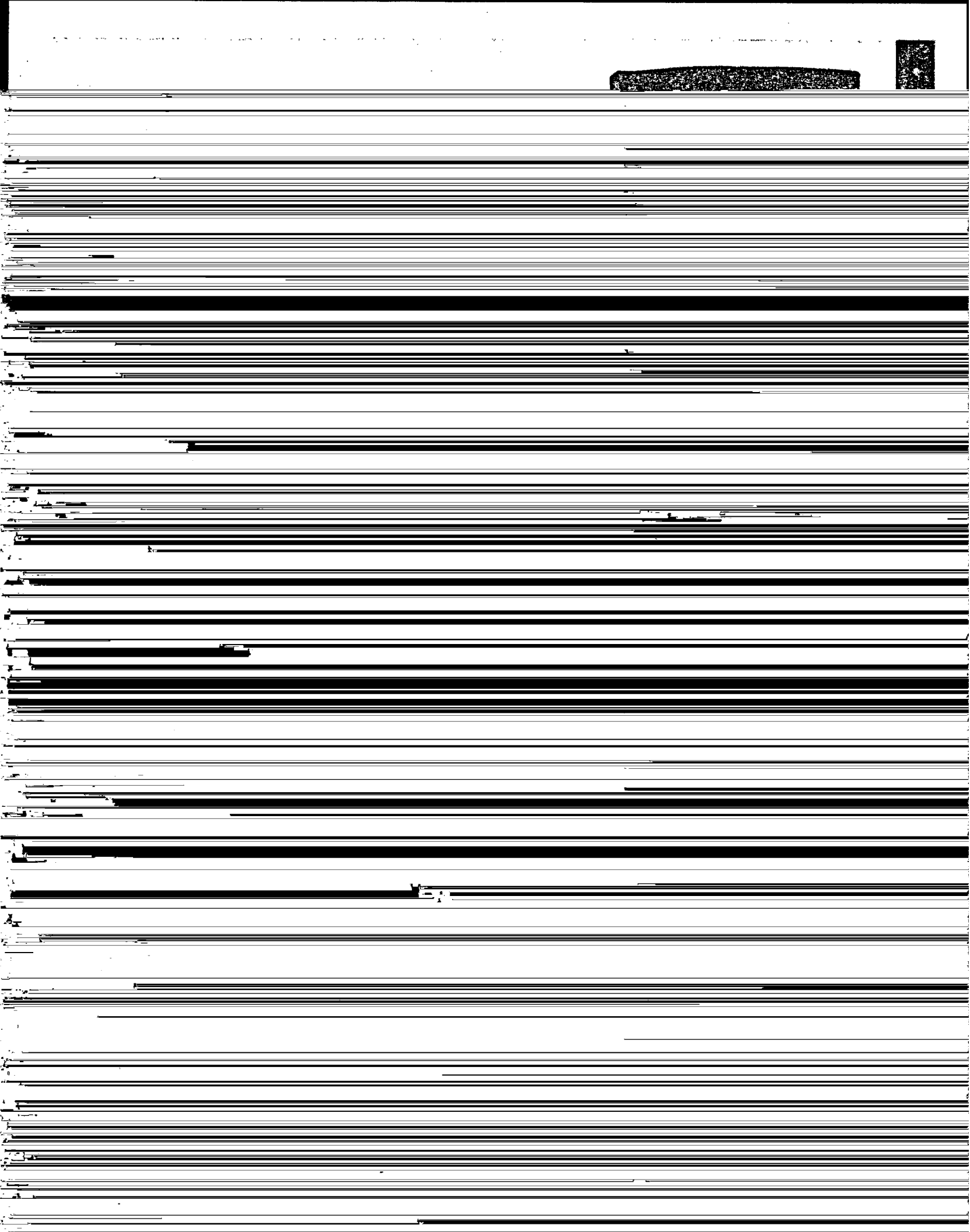


WE







Wayne E. Kaplan, Esquire
August 5, 1985
Page Three

I believe the above facts accurately reflect the facts as
we discussed them in our telephone conversation. If you disagree