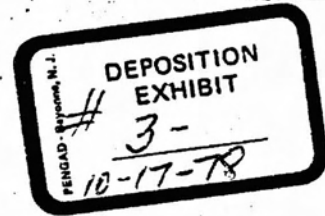


3.80



December 10, 1975

Dennis J. Solomon  
11 Vineyard Road  
Newton, MA. 02159

Dennis:

Enclosed please find an accounting of your obligations with Atlantis and Starship and an offer from Pat to buy out your interest in Atlantis.

I came away from my recent meeting with Pat in New York (Monday) convinced that this is the best (and likely the only) offer that he will make. He has agreed also to provide the funds for the company to buy back the debentures held by your father and Robby. I would recommend that you accept his offer quickly.

Sincerely,

Mark A. Mordecai

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Waitsfield, Vermont 05673 Telephone: 802/496-3313