



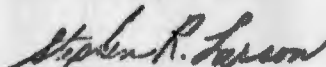
CHRISTIAN, BARTON, EPPS, BRENT & CHAPPELL

Richard Wulfe, Esquire  
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November 16, 1976

Accordingly, Media proposes to file a registration statement following the culmination of the business combination which would register all of the Media common stock issued in connection with the combination for resale by the former Cliggott stockholders at such times and in such amounts as they may choose. Media would also undertake to keep current the financial statements and other information contained in the prospectus contained in such registration statement for a reasonable period, probably two years, and to deregister any of such stock which remained unsold at the end of such period. Guide 4(c) of the Guides for Preparation and Filing of Registration Statements and the instructions to Form S-14, while not strictly applicable, reflect a policy of facilitating such registration of securities received in connection with a business combination even though no immediate offering is contemplated. A similar policy is embodied in your interpretive letter to Beatrice Foods Co. issued January 17, 1973 allowing the use of an existing S-1 shelf registration for post acquisition sales.

I would appreciate the view of your office as to the appropriateness of a registration of securities for delayed offering under the circumstances which I have described above. Should you require any further information concerning this matter, please call me collect. As I explained, we are working within a very limited time frame, and I would greatly appreciate your prompt attention.

Very truly yours,

  
Stephen R. Larson

SRL/plr