

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

AMENDMENT NO. 2 TO  
SCHEDULE 14D-1  
TENDER OFFER STATEMENT PURSUANT TO SECTION  
14(D)(1) OF THE SECURITIES EXCHANGE ACT OF 1934  
AND  
SCHEDULE 13D  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

THE ASK GROUP, INC.

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(Name of Subject Company)

SPEEDBIRD MERGE, INC.  
COMPUTER ASSOCIATES INTERNATIONAL, INC.

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(Bidder)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

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(Title of Class of Securities)

001903103

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(CUSIP Number of Class of Securities)

SANJAY KUMAR  
SPEEDBIRD MERGE, INC.  
COMPUTER ASSOCIATES INTERNATIONAL, INC.  
ONE COMPUTER ASSOCIATES PLAZA  
ISLANDIA, NEW YORK 11788-7000  
(516) 342-5224

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(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications on Behalf of Bidder)

COPIES TO:  
JOHN P. GOURARY, ESQ.  
HOWARD, DARBY & LEVIN  
1330 AVENUE OF THE AMERICAS  
NEW YORK, NEW YORK 10019  
TELEPHONE: (212) 841-1000

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May 25, 1994  
(Date Tender Offer First Published,  
Sent or Given to Security Holders)

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2

Computer Associates International, Inc. (the "Buyer") and its wholly owned subsidiary, Speedbird Merge, Inc., hereby amend and supplement their combined Tender Offer Statement on Schedule 14D-1 and Statement on Schedule 13D, originally filed on May 25, 1994 and amended by Amendment No. 1 filed on May 31, 1994 (the "Statement"), with respect to an offer to purchase all outstanding shares of common stock, par value \$0.01 per share, of The ASK Group, Inc., a Delaware corporation, as set forth in this Amendment No. 2. Capitalized terms not defined herein have the meanings assigned thereto in the Statement.

ITEM 10. ADDITIONAL INFORMATION.

On June 1, 1994, the Buyer issued a press release announcing that it has been granted early termination of the "waiting period" under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, applicable to the Offer. A copy of the press release is attached hereto as Exhibit (a)(10) and is incorporated herein by reference.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

(a)(10) Text of press release issued by the Buyer dated June 1, 1994.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 2, 1994

SPEEDBIRD MERGE, INC.

By/s/ Belden A. Frease

-----  
Name: Belden A. Frease  
Title: Vice President and Secretary

COMPUTER ASSOCIATES INTERNATIONAL, INC.

By/s/ Belden A. Frease

-----  
Name: Belden A. Frease  
Title: Senior Vice President and Secretary

## EXHIBIT INDEX

Exhibit Number	Exhibit Name
----- (a)(10)	----- Text of press release issued by the Buyer dated June 1, 1994.

Text of press release issued by the Buyer dated June 1, 1994

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CONTACT: Deborah Coughlin  
Vice President - Investor Relations  
(516) 342-2173

EARLY TERMINATION OF HSR WAITING PERIOD GRANTED  
IN TENDER OFFER FOR THE ASK GROUP SHARES

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Islandia, New York, June 1, 1994 -- Computer Associates International, Inc. (NYSE: CA) has been granted early termination of the "waiting period" under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, applicable to its tender offer for shares of The ASK Group, Inc. (NASDAQ Symbol: ASKI) effective today. The tender offer will expire at midnight on June 22, 1994, unless extended.

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Computer Associates with 7,000 employees around the world, is the leading software company for integrated systems, database management, business applications and application development solutions. These programs operate across a full spectrum of mainframe, midrange and desktop computers. Founded in 1976, CA became a public company in 1981 and now serves most of the world's major business, government, research and educational organizations. Fiscal year 1994 revenues exceeded \$2.1 billion.

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