

Dana Abrahamsen, Esq.
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Based upon the foregoing, and the facts as otherwise set forth in the letter of November 22, you have advised us that:

1) The Corporation and the Individuals can form the GP without the necessity of filing of a premerger notification form and observing the waiting period.

2) The Partnership can acquire the Business from the Seller without the necessity of the filing of a premerger notification form and the observing of the waiting period by any of the Partnership, the Seller, the parent of the Seller, the Individuals, the Corporation or the GP.

In addition, you have advised us that your foregoing conclusions are based, among other things, on the factors set forth in the letter of November 22.

As you may recall, in the past [REDACTED] has discussed various aspects of the HSR Act with you and other attorneys at the FTC. Certain of the conclusions contained in this letter are based upon one or more of those conversations and the related correspondence and this letter is intended to supplement rather than supersede such correspondence.

Thank you again for your time and your help.

Very truly yours,

[REDACTED]