




December 6, 1985

HAND DELIVERED

Dana Abrahamsen, Esq.
Premerger Notification Office
Bureau of Competition
Federal Trade Commission
Room 313
6th Street & Pennsylvania Ave., N.W.
Washington, D.C. 20580

Dear Dana:

This letter will confirm the substance of our telephone conversation this afternoon in which you advised us that, based on the information set forth in the letter to you of December 4, 1985 from  of this firm, the acquisition described in that letter by a newly formed partnership will not be subject to the requirements of the Hart-Scott-Rodino Antitrust Improvements Act. Accordingly, the parties presently intend to close that transaction on or about December 16, 1985.

In response to the question you raised in our conversation, this will confirm that the assets to be acquired by the newly formed partnership will be purchased from a single person.

We appreciate, very much, your assistance and cooperation in this matter.

Sincerely,

