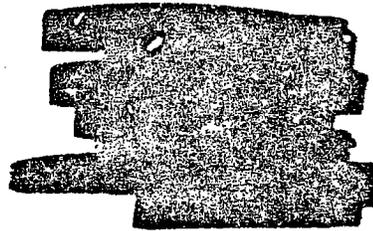
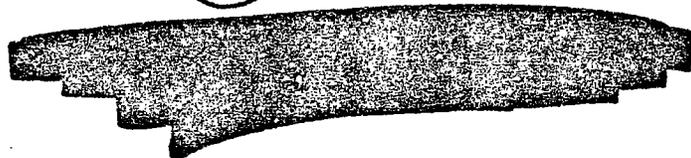
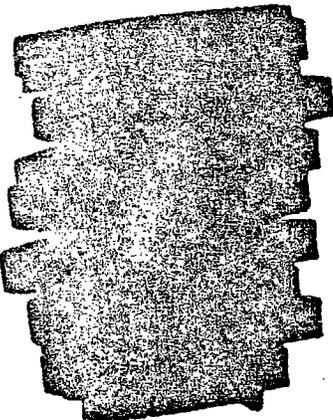


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This material may be subject to the confidentiality provisions of Section 7(d) of the Freedom Act which prohibits release under the Freedom of Information Act

February 25, 1986

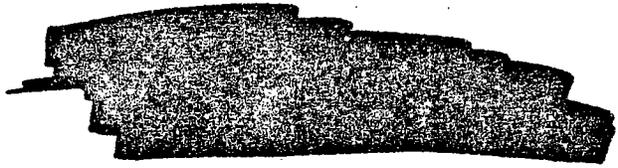
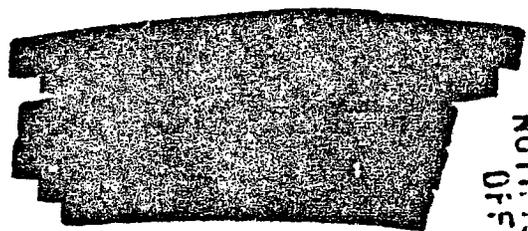
Mr. Andy Scanlon
Bureau of Competition
Federal Trade Commission
Room 301
6th Street and Pennsylvania Ave. NW
Washington, DC 20580

Dear Mr. Scanlon:

This letter is to confirm our telephone conversation of today, in which you informed me that it is the Federal Trade Commission's position that the sale of partnership interests is not the sale of assets or voting securities, and therefore is not covered by the Hart-Scott-Rodino Act. Therefore, it is not necessary to file the Notification and Report Form for Certain Mergers and Acquisitions in connection with the sale of partnership interests. The one exception to this position is when a 100% interest in the partnership is acquired, in which case the acquisition is treated as an acquisition of assets.

Should any of the foregoing not accurately reflect our conversation or the Federal Trade Commission's position, please let me know at your earliest opportunity. I appreciate your assistance in this matter.

Very truly yours,



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NOTIFICATION
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OK upon
later review.
WEK 3/27/87