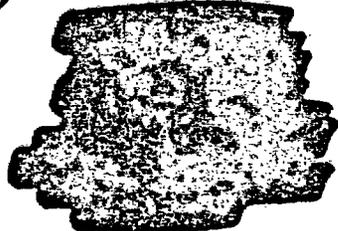




PS



November 4, 1986

Mr. Patrick Sharp
Premerger Notification Office
Bureau of Competition
Room 303
6th Street and Pennsylvania Ave., N.W.
Federal Trade Commission
Washington, D.C. 20580

Re:

RECEIVED
Nov 7 7 05 PM '86
PRE-MERGER
NOTIFICATION
OFFICE

Dear Mr. Sharp:

This letter is to confirm our telephone conversation of November 3, 1986 in which you informed and me that it is the Federal Trade Commission's position that partnerships are their own "ultimate parent entities" and, therefore, the assets and income of the partners are not considered in determining whether a filing is required under Title II of the Hart-Scott-Rodino Anti-trust Improvements Act of 1976 (the "Act").

*Premerger
office
position*

In the transaction in question, the assets of will be purchased by a limited partnership. The limited partnership will not be 100% owned by or attributable to any one individual. The assets of the limited partnership will be less than \$10,000,000.00. Therefore, the acquiring entity will not meet the minimum size requirements of the Act, and a filing under the Act will not be necessary.

If our understanding of the FTC's position that only the assets of the partnership, and not those of the partners, are taken into account in determining the size of the acquiring person for purposes of the Act is not correct, we would appreciate it if you would notify us immediately.

[REDACTED]

Mr. Patrick Sharp
November 4, 1986
Page 2

Your assistance in this matter is greatly appreciated.

Very truly yours,

[REDACTED]

[REDACTED]

cc:

[REDACTED]

called [REDACTED]
11-10-86 I concur