



December 2, 1986

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Mr. Wayne Kaplan
Premerger Notification Office,
Bureau of Competition, Room 303
Federal Trade Commission
Sixth Street at Pennsylvania Avenue Northwest
Washington, D.C. 20580

This material may be subject to
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Freedom of Information Act
BUREAU OF COMPETITION
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

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DEC 9 2 55 PM '86

Re: Filing of Premerger Notification in Report Form

Dear Wayne:

Pursuant to phone conversations with you, it is my understanding that the above referenced form need not be filed where there is a transfer of less than one hundred percent (100%) of a partnership interest. The purposes of this letter are (i) to outline the structure of a transaction whereby effective control in five (5) hotels, each of which is owned by a separate partnership, is transferred to one party, and (ii) to confirm that the above referenced form need not be filed with respect to such transaction.

An affiliate of [redacted] has offered to purchase partnership interests in [redacted] hereinafter referred to as [redacted]

[redacted] are each owned by a separate partnership, although there are partners common to two or more of the various partnerships. After the purchase, [redacted] will own a forty-nine percent (49%) interest in each of the partnerships, as general partner, and the partnership interests of the current partners of each partnership will total fifty-one percent (51%) in each partnership. Except as provided below, each partner in each partnership will reduce his or her partnership interest prorata, and will be a limited partner.

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With regard to [REDACTED] the partnership interest of [REDACTED] a limited partner and owner of a fifteen percent (15%) partnership interest, will not be reduced. The partnership interest of the other current partner will be reduced so that after the transfer [REDACTED] will own a forty-three and thirty-five one hundredths percent (43.35%) interest, as general partners, [REDACTED] will own a fifteen percent (15%) interest, as limited partner, and the remaining partner will own a forty-one and sixty-five one hundredths percent (41.65%) interest as a limited partner.

One year after consummation of the above described transaction, the current partners in each partnership (with the exception of [REDACTED] with respect to [REDACTED] are obligated to transfer a two percent (2%) partnership interest to [REDACTED]. Therefore, one year after consummation of the above described transaction, [REDACTED] will own a fifty-one percent (51%) interest in each partnership, as general partner.

As you indicated to me, if you do not respond to this letter within ten (10) days after your receipt thereof, I may assume that it is the position of the Federal Trade Commission that the above referenced form need not be filed in connection with the above described transaction.

Sincerely yours

[REDACTED]

[REDACTED]

OK.
W₂ Kaplan
12/10/86