

[REDACTED]
December 15, 1986

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DEC 16 10 28 AM '86
NOTICE
VIA FEDERAL EXPRESS

Ms. Adie Williams
Premerger Notification Office
Federal Trade Commission
Sixth & Pennsylvania Ave., N.W.
Washington, D.C. 20580

Dear Ms. Williams:

Confirming our conversation this afternoon, we represent an entity with sales or assets in excess of \$100,000,000 which intends to purchase a 50% interest in an on-going partnership, from an entity with sales or assets in excess of \$10,000,000, for a purchase price which exceeds \$15,000,000.

In reliance on our telephone conversation, I have advised the client that notwithstanding satisfaction of the Size of Person and Size of Transaction tests, the transaction is not reportable under the Antitrust Improvements Act of 1976 (15 U.S.C. § 18a; the "Act") because it involves neither the purchase of "Assets" nor the purchase of "Voting Securities" as those terms are defined in the Act and the implementing regulations issued by the Federal Trade Commission.

The client plans to consummate the purchase before December 31, 1986. Therefore, I would appreciate a call at your earliest convenience confirming that as described in this letter, the transaction is not subject to the Act's notification and reporting requirements.

Best wishes.

Yours truly,

[REDACTED SIGNATURE]

cc: [REDACTED]

of record to the subject to
be filed with the Federal Bureau of Investigation
which requires a report under the
Federal Antitrust Act

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Indicated to [REDACTED] by phone
that her conclusion of the facts as stated
are correct.

[REDACTED FOOTER]