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August 15, 1988

Mr. Wayne Kaplan
Federal Trade Commission
Premerger Notification Office
Bureau of Competition
Room 303
6th & Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Re: Transaction No. 88-2339

Dear Wayne:

This is to confirm your oral advice to me that commitments to contribute capital to an investment partnership are not assets for purposes of determining the size of the partnership. We discussed the fact that in some prior transactions the Premerger Office had included commitments in determining that an investment partnership was a \$100 million person, and you stated that the staff would not do so in the future and we should not file Report Forms in such circumstances. Based on your advice, we are withdrawing the filing made by
in transaction No. 88-2339.

As always, I appreciate the prompt and careful attention you gave this matter.

Very truly yours,
[REDACTED]

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[REDACTED]

cc: [REDACTED]

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