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May 30, 1989

Pre-Merger Notification Office
Bureau of Competition, Room 303
Federal Trade Commission
600 Pennsylvania Avenue, N.W.
Washington, D.C. 20580

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Re: Hart-Scott-Rodino compliance on sale of [REDACTED]
[REDACTED]

Dear Sir or Madam:

[REDACTED] is the Managing General Partner of [REDACTED] (the "Partnership"). On behalf of the Partnership, enclosed please find a copy of financial statements as of December 31, 1988 and 1987 together with auditor's reports prepared by [REDACTED]. These are the most recent regularly prepared basic financial statements for the Partnership. As you will notice, the balance sheet reflects total assets, after accumulated depreciation and amortization, of \$8,332,532.00. As this amount is less than \$10,000,000.00, we do not believe that this transaction falls within the scope of the Hart-Scott-Rodino Antitrust Improvements Act of 1976 and the rules promulgated thereunder. We particularly call your attention to note 1 in the Notes to Financial Statements where the organization and percentage interests of the various partners is detailed. We do not believe that any entity other than the Partnership is the "acquired person", and therefore we do not believe that any further filing should be required. The operation of the [REDACTED] is the only activity of the Partnership, and the Partnership will be wound up after the sale is complete.

Due to the lack of any anticompetitive effect from this acquisition, we respectfully request that you determine that this transaction not within the purview of the Hart-Scott-Rodino Act, and allow us to proceed with this transaction.

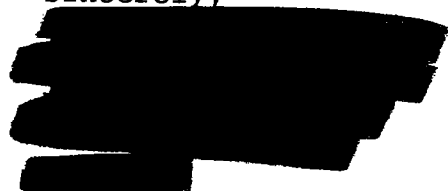
Simultaneously with this letter, I am sending the same information to the Department of Justice.

[REDACTED]

Federal Trade Commission
May 30, 1989
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If you have any questions or require any further information,
please do not hesitate to contact me.

Sincerely,

A large, irregular black redaction mark covering the signature and the first line of the letter's body.

Encls.

cc:

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