

December 8, 1989

Mr. Patrick Sharpe
Compliance Specialist
Pre-Merger Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
Sixth Street and Pennsylvania Avenue
Washington, D. C. 20580

VIA FACSIMILE

Dear Patrick:

I am writing this letter to confirm our telephone conversation of this morning in which you confirmed for me that the transaction described in my letter to you dated December 4, 1989 is exempt from any pre-merger notification requirements pursuant to the provisions of Section 802.63 of the Hart-Scott-Rodino Act relating to lease financing. For the benefit of the parties who will be receiving copies of this letter, I would like to add that I mentioned to you in our telephone conversation the fact that the Loan will in fact be secured by two separate mortgages which will be cross-collateralized and cross-defaulted. You assured me that this slight change in the form of the transaction would have no effect on the reportability of the transaction.

I want to thank you for the time and effort that you have devoted to this particular complex transaction. I would appreciate your retaining a copy of this letter in your departmental files.

Very truly yours,