

Re: Definition of "Parent Entity"
for purposes of the Hart-Scott-
Rodino Antitrust Improvements
Act of 1976

Premerger Notification Office
Bureau of Competition
Room 301
Federal Trade Commission
Washington, D.C. 20500

Dear Sirs:

The purpose of this letter is to confirm my understanding that two limited partnerships with the same managing general partner are each considered to be a "parent entity" for filing purposes pursuant to the premerger notification reporting requirements promulgated under the Hart-Scott-Rodino Act of 1976 (the "Act"). Therefore, a separate determination

the limited partnerships is acquiring assets or voting securities from a corporate entity. This, of course, is assuming that the limited partnerships were not formed nor structured in a manner to intentionally avoid the filing requirements of the Act.

Unless I am otherwise notified in writing by the

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date of this letter, I will assume that I may make, within
notification reporting requirements promulgated under the