

VIA FEDERAL EXPRESS

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be subject to  
provision of  
Act of 1950

JAN 23 1950

6th and Pennsylvania Ave., N.W. Sect. 1  
Washington, D.C. 20004

you in the conversation, the Agreement provides for the  
acquisition of certain assets out of a  
proceeding in the

agreement prepared balance sheet. The acquisition will be

sum of \$10 million to the extent required and commercially  
reasonable to maintain and operate the assets acquired. It is  
anticipated that this working capital commitment will result in  
loans or guarantees by to or on behalf of the  
partnership in pending amounts. These loans or guarantees will

It is also anticipated that the amount of these loans on

I would like to confirm the opinion you expressed that the above described transaction does not meet the qualifications

parties test as set forth in Section 7A(a)(2) of the Act, which requires that the acquiring person have total assets of \$10 million or more. Rule 801-11(c)(2) of the Act, as interpreted by

the time it makes the acquisition pursuant to the Agreement and will not fall within the Act's premature filing requirements.

I understand that should I not hear from you in writing, you concur with the opinion restated in this letter.

Thank you for your consideration regarding this matter.

With kindest regards, I remain

Sincerely yours,

on 3/9/87. W&K.