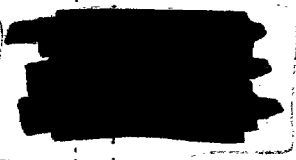


WRITERS DIRECT DIAL NUMBER



September 13, 1990

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NOTED

Pursuant to your request, I am writing to outline a fact scenario for your review and advice as to whether a filing is required under the Hart-Scott-Rodino Antitrust Improvement Act of 1976 (the "Act"). The proposed transaction involves two

subsidiaries. In addition, the Partnership Agreement provides for a division of assets upon dissolution and upon redemption of a partner's interest.

The partnership is being formed pursuant to a joint offer

partner's interest is subject to the approval of the Federal Communications Commission.

Corporation A and Corporation B each intend to contribute various stock and partnership interests.

Corporation B will have a 49% interest. As a result of certain stock interests contributed by Corporation A, the Partnership



