

HR 001-10



June 14, 1991

By Hand Delivery

Hy Rubenstein, Esq.
Premerger Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
Sixth St. and Pennsylvania Ave., N.W.
Washington, D.C. 20580

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Dear Mr. Rubenstein:


Improvements Act of 1976 and the EMO's implementing regulations

any applicable size-of-person tests, intend to form a new partnership. As part of the formation transaction, A will contribute assets to the partnership valued at approximately \$39 million. B will contribute \$19.5 million in cash to the partnership, which sum will, in turn, be paid by the

control of the partnership.

You indicated that the above transaction constitutes an exempt partnership formation transaction which is not reportable under Hart-Scott. You also indicated that the transaction would

formation and cash and asset contributions were contemplated by the parties to be part of a single overall transaction



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If the above does not accurately reflect the advice you
provided regarding the representability of the described

