Section 7A(c)(1) of the HSR Act.

April 28, 1992

VIA TELECOPY

Premergar Notification Office Bureau of Competition Room 303 Federal Trade Commission Washington, DC 20580

Dear Mr. Smith:

As you requested, this letter is to supplement my

difference is essentially form over substance.

A finance lease is a lease which calls for monthly rent

be an addendum which would provide an option for the lessee to

would have sale and conveyance language in the main document and

while the two terms are often used interchangeably

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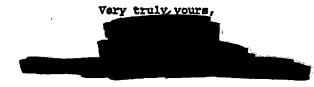
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Premerger Notification Office April 28, 1992 Page 2

transaction. Almost all of the transactions covered by the portfolio which is the subject of the proposed acquisition are finance leases.

If you have any further questions or require any additional information, please give me a call.

Thank you again for your assistance.



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