

802.63
802.30

[REDACTED]

[REDACTED]

[REDACTED]

VIA FACSIMILE

April 30, 1993

Mr. Patrick Sharpe
Compliance Specialist
Pre-Merger Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
Sixth Street and Pennsylvania Avenue
Washington, D. C. 20580

Dear Mr. Sharpe:

On April 14, 1993, I wrote a letter to you in which I described a proposed [REDACTED]. The purpose of that letter was to determine whether the acquisition in question would be considered reportable under the Hart-Scott-Rodino Act.

As you may remember, the result of that inquiry was a conclusion that the [REDACTED] should be reported. The purpose of this letter is to confirm our more recent conversations as to which entity should be filing on behalf of the acquiring person.

The acquiring person will be [REDACTED]

ABC Co., a corporation whose shares are owned by D an individual (General Partner)	1%
A, an individual (Class A Limited Partner)	49%
B, an individual (Class A Limited Partner)	1%
C, an individual (Class B Limited Partner)	25%
D an individual (Class B Limited Partner)	24%
	100%

[REDACTED]

Mr. Patrick Sharpe

*The structure of the
partnership is at consumption*

None of A, B, C or D will own greater than a 49% interest in the New Partnership. However, as we advised you, the Class A limited partners (A and B) are each entitled to a cumulative preferential return on their invested capital during the term of the partnership and, upon liquidation of the partnership, are entitled to a preferential return of their entire invested capital. The New Partnership will be initially capitalized by investments from all partners totaling \$3,000,000.

prorata distributions in accordance with their respective percentage ownership interests as

liquidation.

after their purchase

of the New Partnership) were to deteriorate in value to a point where, in the event of a liquidation of the New Partnership, there would be only \$1,000,000 of liquidation proceeds

circumstances, A would receive \$980,000 of the \$1,000,000 in distributable liquidation

profits of partnership assets in the event of a liquidation, you advised me that the Department would look to the stated percentage ownership interests as reflected above to

person and the necessary steps to submit the necessary information to the Department

that my conclusions as stated in this letter are correct and that this letter will be placed in your business files.

Very truly yours,

[Redacted signature block]

but that this could change overtime

ACTIVITY REPORT

RECEPTION OK

TN #

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CONNECTION ID

START TIME

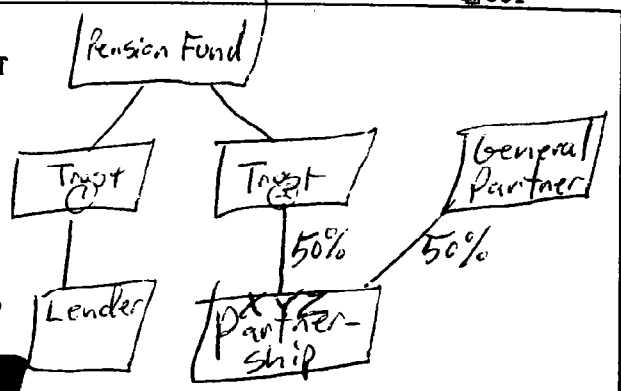
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Bona fide debt work-out

4/12/93 ~~Answers~~ to both to Trustee and

General partner as VTC of partnership.
 A Bona fide creditor/debtor relationship
 between the Lender^(creditor) and any Partnership^{XYZ} exists.
 Section 802.63 can apply (802.30 cannot
 since there is a partnership involved).

called [REDACTED]
 5-12-93 and informed
 him of the above

(PS)

RS concurs