

[REDACTED]

March 15, 1994

**BY HAND DELIVERY**

Mr. Patrick Sharpe

PreMerger Notification Office  
Bureau of Competition, Room H-303  
Federal Trade Commission  
6th Street and Pennsylvania Avenue  
Washington, D.C. 20580

11AM  
PREM  
3 23 11 94

Dear Mr. Sharpe:

This letter will confirm the substance of our telephone

[REDACTED]

The proposed transaction involved the following

preexisting partnerships and the transfer of their partnership

You have advised us that it is the opinion of the Staff

notification and report form under the Hart-Scott-Rodino Antitrust Improvements Act of 1976. In addition, you have confirmed that the Staff would not view the structure of the proposed transaction as a device to avoid filing under 16 C.F.R. § 801.90, based on the representations in the March 7, 1994 letter.

Once again, thank you for your assistance in this matter.

Sincerely,

[REDACTED]

This material may be subject to the provisions of Section