December 27, 1995

## **VIA FACSIMILE**

Hy David Rubenstein, Esq. Premerger Notification Office Bureau of Competition

This material may be subject to the

Dog Marifications for Danding Associations

This letter describes a scenario for the filing of notifications under Section 7A of the Clayton Act (the "Act") that you and I discussed by telephone on December 12, 1995. The notifications will telephone by Company A and/or Company B of J1 assets of

Our client, Company A, initially intends to acquire the voting securities of Company C, which owns assets in Blue City, in a transaction for which Company A and Company C have previously filed notification under the Act. Company A has also entered into contracts with Partnership Lead, Partnership II susquant to which Company A or its assistance will acquire from

and Partnership II. together with the stock of P-II Corp.

of Company C and Cil Company B has accounted the assets commission Partnershin I's and Partner-

(ine Exchange).

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Company A and Company B have agreed that if Company A does not acquire the Blue City assets, or in certain other circumstances, Company A or Company B may terminate the Exchange Agreement. If the Exchange Agreement is terminated, Company A will purchase Partnership I's and Partnership II's Green City assets (and the stock of P-II Corp.) from Partnership I and Partnership II, or from Company B if Company B has already acquired such assets and stock.

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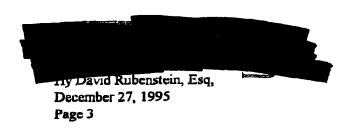
the assets and voting securities now held by Partnership II, regardless of whether Company A makes
the acquisitions from Partnership I and Partnership II or from Company B. as long as Company A.

required. Accordingly, we understand that the staff will allow the parties to limit their fillings for the

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Filing No.	Acquiring Person	Assets or Voting Securities	Acquired Person	Filing Fee (and Statutory Payor)
3	Company B	Assets (Green City)	Partnership 1	\$45,000 (Company B)
2	Company B	Assets and Voting Securities (Green City)	Partnership II	\$45,000 (Company B)
3	Company A	Assets (Green City)	Partnership I	\$45,000 (Company A)
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	<b>)</b>	Company	Assers (Bille City)	Company A	\$45,000 (Company B)
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With disclosure of the alternative possibility that Company A may acquire such assets



If this scenario does not comport with your understanding of our telephone conversa-

Thank you very much for your consideration.

