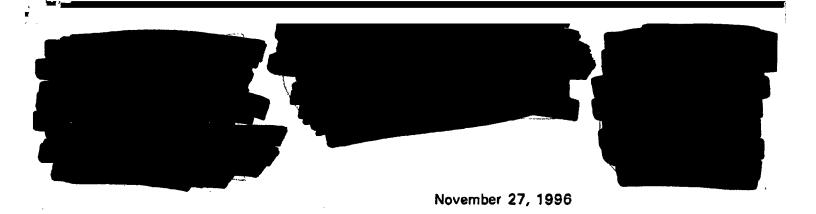
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VIA FACSIMILE (202) 326-2624 and UPS

Richard B. Smith
Federal Trade Commission
Premerger Notification Office
Bureau of Competition
Room 303
6th Street and Pennsylvania Ave., N.W.
Washington, D.C. 20580

e: Applicability of Hart-Scott-Round Antitrust
Improvements Act of 1975 (the "Act") to formation
of Limited Partnership and Limited Liability Company
("LLC")

Dear Mr. Smith:

This letter is to confirm my telephone conversations of November 5 and November 22, 1996, in which you and I discussed whether the formation of a bone fide limited partnership would be subject to the reporting and waiting period requirements under the Act. Based on my description of the transaction, you advised me that the staff of the Premerger Notification Office (the "Premerger Office staff") of the Federal Trede Commission ("FTC") would be a followed to the following transaction of the premerger of the Premerger Office staff")

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the general partner of the limited partnership with the right to 1% of the profits and losses, and or assets of the partnership upon dissolution. Company A and Company B will each hold a 50% interest in the LLC. The parties have about this company

The LLC will be governed by a Board of Directors consisting of 8 representatives, all of whom will be officers, directors and/or employees of the members or their affiliates ("Insiders"). There is no specific requirement in the LLC's operating agreement

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requiring the Board members to be "insiders". This LLC does intend, however, to appoint only insiders to the Board upon its formation. Four of the representatives will be selected by Company A and the other four will be selected by Company B.

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We also discussed the related bona fide LLC formation transaction in which the LLC will act as the general partner of the limited partnership. As the general partner,

through representatives of directors designated on behalf of each and consisting, at the time of formation, of officers, directors or employees of Companies A and B or their affiliates, respectively (i.e., Insiders).

You advised me of the Premerger Office staff's position that the formation of such an LLC would not be subject to the Act's reporting requirements. You confirmed the policy of the Premerger Office staff to treat an LLC as a partnership if the governing had a president of individuals who were officers directors.

conclusion may be reached if the initial governing body, or any subsequently appointed one, is comprised of outside representatives (non-insiders) who act in a manner similar

held in the LLC would be viewed as voting securities rather than partnership interests and, therefore, reporting is or would be required.

Based upon the foregoing facts, it is my understanding that the FTC Premerger Office staff is of the position that the proposed formation of the limited partnership and the IJC will not be subject to the reporting requirements of the Act. Should you have

possible.

The assistance and guidance that you have provided in this matter are greatly appreciated.

