

November 29, 1990

VIA FACSIMILE TRANSMISSION

Ms. Nancy Ovuka  
Compliance Analyst  
Pre Merger Notification Office, H-303  
Federal Trade Commission  
Washington, D.C. 20580

This document may be subject to  
the confidentiality provision of  
Section 7A (h) of the Clayton Act  
which restricts release under the  
Freedom of Information Act

Dear Ms. Ovuka:

As I discussed with you yesterday, I am an attorney representing a client that is a public employees municipal pension trust fund with assets in excess of One Hundred Million Dollars (\$100,000,000.00) qualified under Section 401 of the Internal Revenue Code and created and administered under the Charter and city ordinances of the municipality and state law as well as collective bargaining.

The pension fund is duly authorized under state law to invest in a wide range of ventures including securities and real estate. Pursuant to such authority, the Board of Trustees has determined to purchase a small retail mall for approximately \$15 million dollars from a partnership with assets obviously in excess of \$10 million dollars.

In order to insulate itself as much as possible from liability, the Board has formed a tax exempt 501(c)25 corporation to make the actual purchase. The corporation's purpose is solely to acquire, improve, hold title to and collect income from real property for the Board of Trustees of the pension fund for this particular real estate investment only. The corporation is acting analogous to an escrow agent for and on behalf of the Board of Trustees of the pension fund and is not engaged in commerce in any way.

The corporation is an extension of the Board of Trustees for purposes of holding and securing the investment and only trustees of the pension fund are permitted to act as officers or directors and act in a fiduciary capacity.

I appreciate your assistance in this matter and look forward to hearing from you as soon as possible.