

[REDACTED]

801.1(b),  
Part. control

[REDACTED]

December 4, 1990

VIA TELECOPY

Patrick Sharpe  
Federal Trade Commission  
Premerger Notification Office  
Bureau of Competition  
6th and Pennsylvania Avenue, N.W.  
Room 303  
Washington, D.C. 20580

Re: Letter from [REDACTED] to  
Patrick Sharpe Dated November 9, 1990

Dear Mr. Sharpe:

Our firm represents a party involved in the transaction that was the subject of the referenced letter to you. As we discussed today, I would like to confirm that the conclusions reached in such letter and your confirmation of such conclusions would not be altered by further clarification of a particular fact in the referenced letter. Specifically, the three members of the Partners' Committee that are selected by Partner A as described in paragraph D at the top of page 2 of the referenced letter are selected pursuant to the express contractual powers of Partner A as contained in the Partnership Agreement.

I do not believe that this clarification should affect the conclusions reached in the referenced letter because of the Commission's position that partnership interests do not entitle the owner to vote for a corporate "director" or "an individual exercising similar functions." Please affirm that the FTC's previous confirmation of the conclusions reached in the referenced letter would not be changed by the aforementioned clarifying facts.

Sincerely,

[REDACTED]

*Called Mr. [REDACTED] 12-6-90*

cc: [REDACTED]

*I concur  
(see example 2 of  
801.1(b))*