



July 29, 1991

Hy Rubenstein, Esq.
Premerger Notification Office
Bureau of Competition
Federal Trade Commission
6th Street and Pennsylvania Avenue, N.W.
Washington, D.C. 20580

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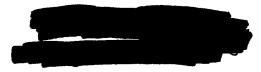
Dear Mr. Rubenstein:

This letter is to confirm our telephone conversation of today, wherein you informed me that a filing pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976 is not required for a transaction in which two corporations will form a partnership and, as part of that formation, each will contribute assets valued in excess of \$15 million in exchange for its partnership interest.

If this does not accurately reflect the substance of our conversation, please call me at much for your assistance.

Thank you very

Very truly yours,



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