

3001 (4/11)

[REDACTED]

[REDACTED]

[REDACTED]

June
7th
1993

[REDACTED]

[REDACTED]

VIA FEDERAL EXPRESS

Melea Epps, Esq.
Bureau of Competition
Room 303
Federal Trade Commission
Sixth and Pennsylvania Ave., N.W.
Washington, D.C. 20580

Re: Hart-Scott-Rodino Antitrust Improvements Act of 1976: Transaction Identification No. 93-0054

Dear Ms. Epps:

Confirming our discussion of June 1, 1993, the Federal Trade Commission has determined that our client, [REDACTED] is not required to file a pre-merger notification with respect to its possible acquisition of the partnership interest of [REDACTED]. Upon such acquisition, [REDACTED] will own 100% of the partnership interest in [REDACTED].

As we discussed, the size of person test and the size of acquisition test will both be met, and the regulations require a filing where a partnership interest is being acquired and the acquiring party will own 100% of the partnership. However, [REDACTED] as a 50% partner of [REDACTED] filed an application on October 5, 1992 for purposes of acquiring the only asset of [REDACTED] and a filing for purchasing the partnership interest of its partner would be duplicative.

Thank you for your help and cooperation in this matter and your decision to waive a filing in this particular situation. If the foregoing does not accurately reflect our discussion and the determination of the FTC, please contact me at once.


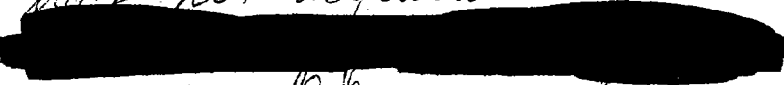
Very truly yours,



Enclosure

cc:



 also indicated that the partnership has not acquired any new assets since  made the previous filing.