

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

March 15, 1994

BY HAND DELIVERY

Mr. Patrick Sharpe
Compliance Specialist
PreMerger Notification Office
Bureau of Competition, Room H-303
Federal Trade Commission
6th Street and Pennsylvania Avenue
Washington, D.C. 20580

MAR 15 3 23 PM '94
PREM
FBI

Dear Mr. Sharpe:

This letter will confirm the substance of our telephone conference this morning regarding a proposed transaction that was described in a March 7, 1994 letter to you from [REDACTED] of [REDACTED]

The proposed transaction involved the following potentially reportable events: (1) formation of a limited liability company; and (2) the withdrawal of certain partners from a preexisting partnership and the transfer of their partnership interests to other parties. I understand that both you and Richard Smith of your office have reviewed the March 7, 1994 letter.

You have advised us that it is the opinion of the Staff of the Premerger Notification Office ("Staff") that the proposed transaction, as set forth in the March 7, 1994 letter, does not trigger an obligation on behalf of any party to file a premerger notification and report form under the Hart-Scott-Rodino Antitrust Improvements Act of 1976. In addition, you have confirmed that the Staff would not view the structure of the proposed transaction as a device to avoid filing under 16 C.F.R. § 801.90, based on the representations in the March 7, 1994 letter.

PS
RS

Once again, thank you for your assistance in this matter.

Sincerely,

[REDACTED]

This material may be subject to the confidentiality provisions of Section 7A(b) of the Clayton Act which restricts release under the Freedom of Information Act.