

DA

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

May 31, 1983

This material may be subject to the Freedom of Information Act. Information released under the Information Act.

By Hand

Dana Abrahamsen, Attorney
Premerger Notification Office
Federal Trade Commission
Room 301
6th & Pennsylvania Avenues, N.W.
Washington, D.C. 20580

FEDERAL TRADE
COMMISSION
PREMERGER NOTIFICATION
OFFICE
MAY 31 2 49 PM '83

Dear Dana:

Set out below is my understanding of the position of the Federal Trade Commission concerning the reporting requirements under the Hart-Scott-Rodino Improvements Act of 1976 with respect to acquisitions by newly-formed partnerships. This understanding is based on my previous conversations with you, including those of May 27th and May 31st, and other attorneys in the Premerger Notification Office. As I understand it the Premerger Notification Office's position is that a partnership is always its own ultimate parent entity. Therefore, for the purposes of measuring the size of the person test one looks to the sales and assets of the partnership and not those of any one or more of the partners. This is true even in the case of a limited partnership where the general partner (or partners) is a multi-billion dollar corporation. It is also my understanding that when measuring the assets of the newly-formed partnership, the consideration to be paid to the selling entity in an acquisition is not included in a calculation of the newly-formed partnership's pro forma asset base.

[REDACTED]

Dana Abrahamsen, Attorney
May 31, 1983
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Based on our conversations and my understanding of the Premerger Notification Office's position, I advised a client that a transaction involving the sale by that client to a newly-formed partnership of assets valued at more than thirty million dollars is not reportable since the assets of the partnership calculated as described above are well under ten million dollars. Obviously, if my understanding as set forth is in error, I need to know immediately.

Thank you for your assistance in this matter. As always, it is a pleasure dealing with you.

Very truly yours,

[REDACTED]

[REDACTED]

FEDERAL TRADE
COMMISSION
PREMERGER NOTIFICATION
OFFICE

MAY 31 3 49 PM '83

[Redacted]

5/31/33

Receipt: B -
with 20% subat for cost
+ 20% of stock from A

Bonus paid as agreed to

only paid B as agreed to A
less (which is to be
deducted) with the receipt
is a description of
transaction - for

5/31/83

~~_____~~
~~_____~~

Write out
surp of asset for debit.

We need bank bill
on the way of dues to of
state of Michigan
to be for debit as well
to state interests

~~_____~~ amount: ~~_____~~

sign state
to the interest
of state of Michigan
sum of the above
which is real estate
significant debt
to the state of Michigan
and also to the
state of Michigan

State Bank will be
initially use

Q is done
has no more
I had the money
I have SOP +
I have advised
country attorney to in.