

Verne, B. Michael

From: [REDACTED]
Sent: Wednesday, November 14, 2012 9:16 PM
To: Verne, B. Michael
Subject: HIGHLY CONFIDENTIAL

Mike,

This is a question about "associate" relationships under 16 CFR § 801.1(d)(2).

A family of investment funds has four funds, Fund I, Fund II, Fund III, and Fund IV, each of which is a limited partnership and its own ultimate parent entity for HSR purposes. Fund I plans to make a filing in connection with a reportable acquisition. The general partner of Fund I is GP I, a partnership that has three managers, A, B, and C, each of whom is a natural person and a general partner of GP I. GP I is not the general partner of any other fund or entity and does not manage any other fund or entity. Indeed, each of Funds II, III, and IV has a different general partner, GP II, GP III, and GP IV, respectively. Each of GP II, GP III, and GP IV is a partnership. GP II and GP III are managed by their own general partners, who are natural persons. GP IV is managed by an LLC, which in turn is managed by three natural persons who are its members.

The managers of GP II are the natural persons A, B, and C who also manage GP I. The managers of GP III include A, B, and C, but also one other natural person, D. The managers of the LLC (which manages GP IV) are A, B, C, and D.

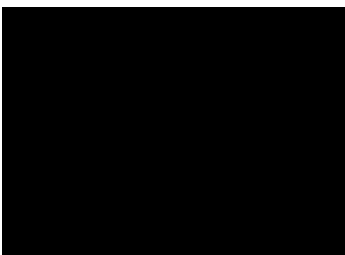
A, B, C, and D are employees of a corporation, Admin Corp., that is under contract to provide administrative services to all four funds and their managing entities. Admin Corp. is owned by A, B, C, and another natural person, E.

A, B, C, and D, manage their respective entities collectively, but none of them has the authority to make investment or management decisions for those entities on his/her own.

Under the above scenario, we believe that GP I is a "managing entity" for purposes of the "associate" analysis under 16 CFR § 801.1(d)(2), but that none of Funds II, III, and IV is an "associate" of Fund I because the only connection between the funds is through natural persons who are employees of Admin Corp. and who have no independent individual authority to manage any of the funds. See Examples 7 and 8 under 16 CFR § 801.1(d)(2).

As always, I would appreciate your thoughts on this analysis. If you would like any additional information, please do not hesitate to let me know. Thank you.

Regards,



AGREE
BM
11/15/12

K. WALSH CONCURS