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October 13, 1983

Wayne Kaplan, Esquire
Federal Trade Commission
Sixth Street & Pennsylvania Ave., N.W.
Washington, D.C. 20580

Dear Mr. Kaplan:

At your suggestion I am writing to confirm your informal, oral advice during our telephone conversation today regarding the report and wait requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976 ("the Act"). You advised that given the following factual background, there would be no obligation to file a pre-merger notification form or to meet the waiting period requirements of the Act:

Corporation A and Corporation B form a partnership, P, for the purpose of engaging as a non-manufacturing joint venture in interstate commerce. Corporation A and Corporation B each has an equal interest in P and each has over \$100,000,000 in sales and/or assets. P, however, has less than \$100,000,000 in sales and/or assets. P enters into an agreement to purchase the voting securities of company C, which has over \$10,000,000, but less than \$100,000,000 in sales and/or assets. The value of the voting securities to be purchased exceeds \$15,000,000, but is less than \$50,000,000. P has not been formed for the purpose of avoiding the report and wait requirements of the Act.

You have advised that the staff will not look to either Corporation A or B for the "size of person" test, but will only look to the partnership, P, so long as P was not formed or being

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employed as a device to avoid the provisions of the Act. You made it clear, however, that the FTC's position with respect to the Act has no effect or impact upon how the Commission or the staff would analyze the acquisition under the substantive provisions of the antitrust laws or the Federal Trade Commission Act.

Since we are relying upon your informal interpretation in advising a client, we would appreciate your contacting us if our understanding of our telephone conversation is incorrect or inaccurate. Thank you for your assistance.

Sincerely yours,

[REDACTED]

[REDACTED]