

(W)

[REDACTED]

April 2, 1984

Mr. Wayne Kaplan
Premerger Notification Office
Bureau of Competition
Room 301
Federal Trade Commission
Washington, D. C. 20580

Dear Mr. Kaplan:

This letter is to confirm our telephone conversation of Tuesday, March 13, 1984, in which I told you that I represent the seller, in connection with a sale of assets for \$26.5 million. The seller has total annual sales in excess of \$100 million and total assets in excess of \$100 million.

[REDACTED] with whom you previously spoke, represents one of the two general partners of the general partnership which would be the acquirer. I have been told, and I reported to you, that the acquirer has assets of \$100,000, that it has never received revenues from any sales, that it was formed in May of 1983 and that it is without a regularly prepared balance sheet.

Mr. Wayne Kaplan

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April 2, 1984

[REDACTED]

You have confirmed both to me and [REDACTED] that your office has adopted the rule that a partnership is its own "ultimate parent entity" under the Hart-Scott-Rodino Premerger Notification Act, and the regulations thereunder. You have also confirmed both to me [REDACTED] that when calculating the amount of a partnership's assets under the Act and the regulations, you do not include any money to be borrowed by the acquirer to pay for the assets to be purchased and you do not include any assets of the partnership's partners or of the persons or entities owning or controlling the partnership's partners.

Based upon such conversations, the acquirer and the seller do not intend to file a Premerger Notification with regard to the transaction referred to herein.

Very truly yours,

[REDACTED]

[REDACTED]

[Redacted]

4/3/84
10:15 AM

Survey office - ~~Someone~~
spoke on subject

Money Market Funds

[Redacted] funds

Technically trusts
& offer unit for sale
& unit holders vote for
~~directors~~ trustees who
administer trust

These trusts do have voting
rights

Can hold debt papers
stock etc.

namely people invest
& no one gets over
100%

But if you hold
more than 10%
is it a reportable
transaction under
H.S.R.