



May 31, 1984

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COMMUNICATIONS SECTION

VIA MESSENGER

Re: Definition of "Parent Entity"
for purposes of the Hart-Scott-
Rodino Antitrust Improvements
Act of 1976

Premerger Notification Office
Bureau of Competition
Room 301
Federal Trade Commission
Washington, D.C. 20500

Attention: Wayne E. Kaplan
Staff Attorney

Dear Sirs:

The purpose of this letter is to confirm my understanding that two limited partnerships with the same managing general partner are each considered to be a "parent entity" for filing purposes pursuant to the premerger notification reporting requirements promulgated under the Hart-Scott-Rodino Act of 1976 (the "Act"). Therefore, a separate determination must be made with respect to each limited partnership regarding the filing of a premerger notification report where each of the limited partnerships is acquiring assets or voting securities from a corporate entity. This, of course, is assuming that the limited partnerships were not formed nor structured in a manner to intentionally avoid the filing requirements of the Act.

Unless I am otherwise notified in writing by the Premerger Notification Office within seven days after the

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date of this letter. I will assume that I may make, within thirty days of this letter, filings pursuant to the premerger notification reporting requirements promulgated under the Hart-Scott-Rodino Act of 1976 in accordance with the understanding expressed above.

Very truly yours,

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