

*I concur...
called Mr. Vance
6-22-84*

June 14, 1984

REC'D
MAY 22 12 26 PM '84
OFFICE

Premerger Notification Office
Bureau of Competition
Federal Trade Commission
Room 301
6th Street & Pennsylvania Avenue, NW
Washington, DC 20530
Attn: Patrick Sharpe, Compliance Specialist

Gentlemen:

We represent a client (Corporation A) which is considering transferring its two-thirds general partnership interest in a single purpose limited partnership formed to own and operate a mixed-use real estate project. The partnership interest is to be transferred to a newly-formed partnership which is controlled by a corporation (Corporation B) unrelated to Corporation A.

Mr. Patrick Sharpe of your office informed us in a telephone conversation today that the Federal Trade Commission has taken the position as a matter of internal enforcement policy that a transfer of less than 100 percent of the general partnership interests in a partnership would not be regarded by your office as a reportable transaction under the Hart-Scott-Rodino Antitrust Improvements Act of 1976.

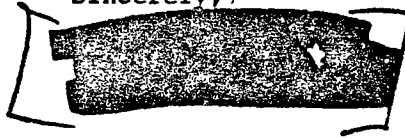
On the basis of Mr. Sharpe's advice, we have concluded that there is no need for our client to report this contemplated transaction under the Act, notwithstanding the fact that the "size-of-person" and "size-of-transaction" tests for purposes of determining whether the contemplated transaction would be reportable under the Act may be satisfied in this transaction.

We would appreciate it very much if you would advise us whether you concur with our conclusion at your earliest convenience.

June 14, 1984

Thank you very much for your consideration of this matter.

Sincerely,

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