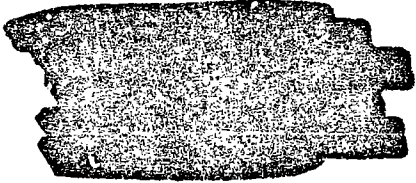
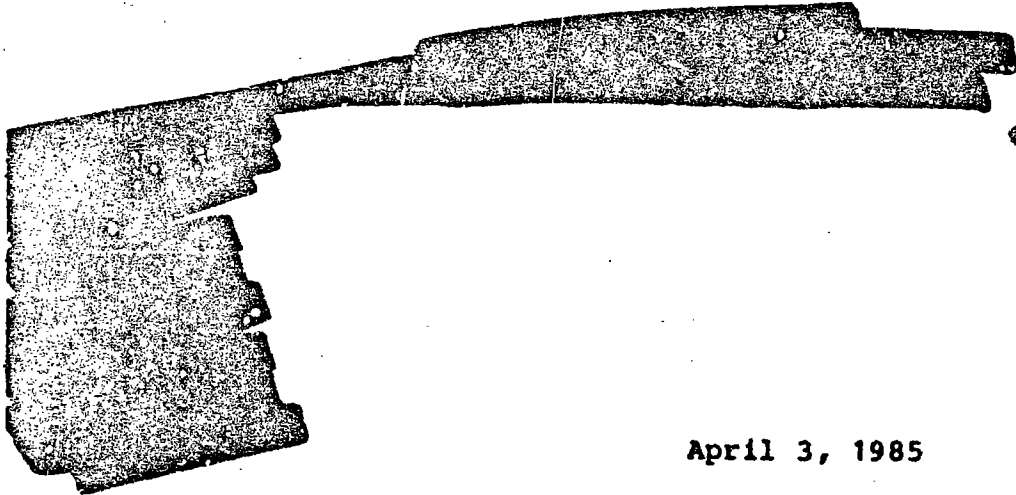


PS



April 3, 1985

Mr. Patrick Sharpe
Pre Merger Notification Office
Bureau of Comp.
Room 303
6 Pennsylvania Ave, N.W.
Washington D.C., 20580

This material may be subject to
the confidentiality provision of
Section 7A (h) of the Clayton Act
which restricts release under the
Freedom of Information Act

Dear Mr. Sharpe:

This will confirm our telephone conversation of April 2, 1985. During that conversation, I made inquiry concerning the application of the "size of the person" test under the Hart Scott Rodino Act. Your response to this inquiry covered two specific issues.

First, you confirmed the previous advice given to us by your office relating to the calculation of the total assets of an entity used* for the purpose of acquiring (either by stock or assets) another entity. Specifically you confirmed that the funds that are deposited in the entity for the purposes of effectuating an acquisition are not to be included in calculating the "size" of the entity. For example, if funds were obtained from several sources in order to effectuate an acquisition for a purchase price of greater than \$50,000,000, the transfer (and/or deposit) of such sums in such an entity would not be counted in ascertaining whether the entity has assets in excess of the \$10,000,000 bench mark.

Second, you advised us that it is the Commission's current position that a partnership is its own "ultimate parent entity". Therefore, in assessing the assets of a natural person who is also a general partner in a limited partnership, it is not appropriate to include all the assets owned or controlled by the partnership. Rather, it is only the value of the partnership share owned by such person that is to be included. For instance,

* Either a newly formed or a "shell" corporation.

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if a person is a general partner in a partnership which owns a cable television system having a total asset value of \$50,000,000, that sum is not to be included in determining total assets held by the general partner. Instead, it is the value of his partnership interest (which may be only a small fraction of the total assets of the partnership) which is to be considered.

We have been advised in the past that we may rely upon your advice in these matters and intend to do so. Accordingly, if the statements in this letter do not reflect our conversation or are otherwise inaccurate, please advise the undersigned as soon as possible.

Very truly yours,


I concur
4-8-85
Gatrick