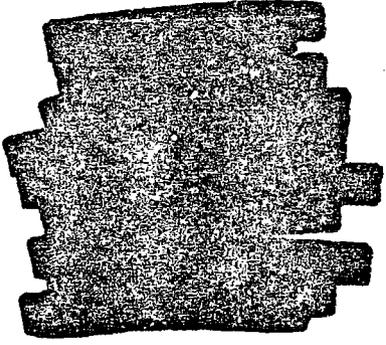


(AS)

File



April 23, 1985

Andrew Scanlon, Esq.  
Premerger Notification Office  
Bureau of Competition  
Seventh Street and Pennsylvania Avenue, 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.

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Dear Mr. Scanlon:

Thank you for your explanations by telephone and on April 18, 1985 of certain matters relating to the current Notification and Request Form For Certain Mergers (the "Form"). This letter is to confirm my understanding of your explanations which, for the sake of clarity, I have reduced to a series of numbered statements.

My understanding is that for purposes of determining whether the Form must be filed, and for determining how it must be completed if it is to be filed:

1. A partnership is its own ultimate parent entity.
2. An acquisition of 100% of a partnership terminates the partnership. Such an acquisition constitutes an acquisition of assets, and as such may be reportable.
3. An acquisition of less than 100% of a partnership is not an acquisition of assets and is not reportable. This is so even though the acquisition has any of or any combination of the following additional characteristics:
  - a) the acquisition constitutes an assignment of partnership income only;
  - b) the acquisition constitutes a transfer of all of the attributes of ownership of a

Andrew Scanlon, Esq.  
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partnership interest, including all rights,  
obligations, and liabilities, as provided by  
relevant state law;

c) the acquisition effectively transfers  
control of the partnership ("control" here having  
the same definition as provided by 16 C.F.R.  
§801.1(b) ).

Veru

OK  
Amy