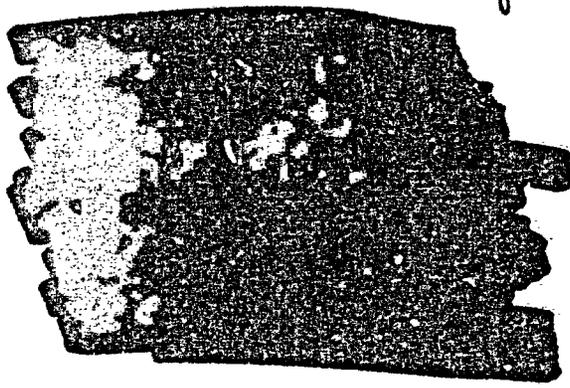


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June 24, 1985

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

FEDERAL EXPRESS

Ms. Addie Williams  
Federal Trade Commission  
Room 303  
Sixth and Pennsylvania Streets, N.W.  
Washington, D.C. 20580

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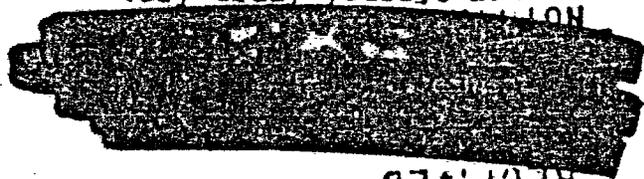
Re: Premerger Notification Requirements

Dear Ms. Williams:

This letter will confirm our telephone conversation today in which I inquired about the definition of "acquiring person" as applied to partnerships and individuals in connection with the premerger notification requirements. In particular, in view of the definition of "person" as "an ultimate parent entity and all entities which it controls directly or indirectly," (16 CFR §801.1(a)(1)) I requested clarification about the application of the definition of "control" in 16 CFR §801.1(b) to partnerships. You informed me that the staff's position is that a partnership is always an "ultimate parent entity." Accordingly, you stated, in defining what entity or entities constitute an "acquiring person" for purposes of applying the premerger notification requirements, a partnership will not be aggregated with any of its general partners or entities controlling its general partners.

Thank you for your assistance in this matter.

Very truly yours,



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