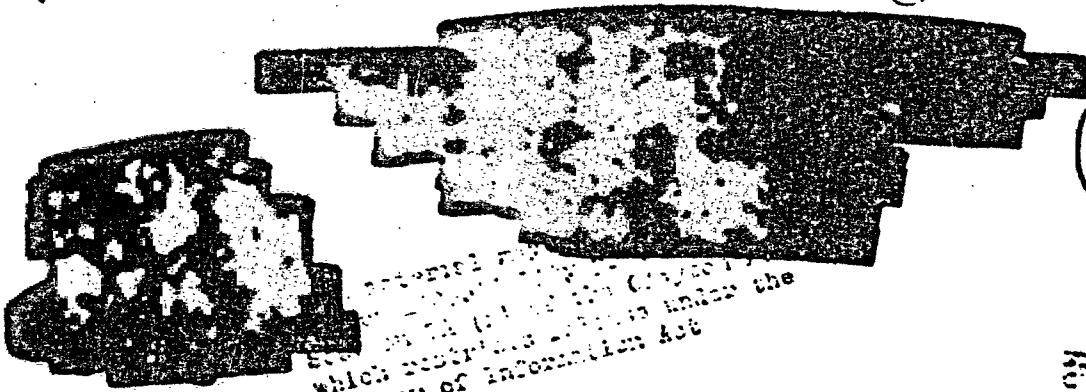


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Freedom of Information Act

November 27, 1985

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Andrew Scanlon, Esq.
Room 301
Federal Trade Commission
6th St. & Pennsylvania Avenue, NW
Washington, DC 20530

Re: Notification and Reporting Requirements
Under the Hart-Scott-Rodino Anti-Trust Improvements
Act of 1976

Dear Mr. Scanlon:

To confirm our conversation of this date, our client is a limited partnership which intends to acquire the assets of two separate limited partnerships which operate in different geographical markets in the [redacted] industry. The "acquiring entity" will be a newly formed limited partnership, and therefore has no annual net sales for purposes of the notification requirements. Upon formation, the acquiring limited partnership is expected to have assets which will exceed \$10,000,000 but will be less than \$100,000,000. As a result of both acquisitions, the "acquiring entity" will have assets which will exceed \$10,000,000 but will be less than \$100,000,000. The general partner of the acquiring limited partnership will be an "entity" included within a "person" with total assets in excess of \$100,000,000. The acquiring limited partnership has been formed for legitimate business purposes, and not for the purpose of avoiding the obligation to comply with the requirements of the Hart-Scott-Rodino Anti-Trust Improvements Act of 1976.

The "acquired entities" are each limited partnerships. Our client is purchasing substantially all of the operating assets of each of the "acquired entities." Neither of the "acquired entities" had annual net sales in excess of \$10,000,000 for the 1984 calendar year. The combined annual net sales for 1984 of both "acquired entities" is less than \$10,000,000. Each of the "acquired entities" has assets in excess of \$10,000,000 but less than \$100,000,000. The combined assets of both "acquired entities" is greater than \$10,000,000 but less than \$100,000,000.

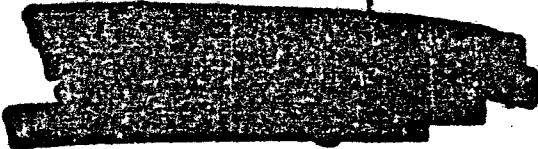
Mr. Andrew Scanlon
November 27, 1985
Page Two

You indicated that under the above-described circumstances none of the parties to the above-stated transaction are required to file a Notification and Report Form under the Hart-Scott-Rodino Anti-Trust Improvements Act of 1976. In the case of the "acquiring entity" and each of the "acquired entities," the "ultimate parent entity" is the limited partnership itself, and none of the partners are included within the "person" within which the partnership is a part. Because neither the "acquiring person" nor the "acquired person" have annual net sales or total assets in excess of \$100,000,000, the filing threshold has not been met and the Notification and Report Form need not be filed by any of the parties to the transaction.

You further confirmed that the partners of the "acquiring entity" are not required to file a Notification and Report Form under Section 801.40 of the Coverage Rules in connection with the formation of the limited partnership because Section 801.40 applies only to the formation of corporations.

Closing of the above-described transaction has been scheduled for December 16, 1985. We will proceed with the transaction as exempt from the filing requirements as described above unless I hear from you to the contrary. Your prompt attention to this matter has been appreciated.

Very truly yours,



OK
APM
12/2/85