

JAN 10 11 06 AM '86

January 9, 1986  
PRE-MERGER  
NOTIFICATION  
OFFICE

Pre-Merger Notification Office Bureau of  
Competition  
Room 312  
Federal Trade Commission  
Washington, D.C. 20580

Attention: Ms. Linda Heban

Dear Ms. Heban:

In our telephone conversation of today, I advised you that I was calling you on behalf of a limited partnership which has been formed for the purpose of

The nature of my call was to ascertain whether the limited partnership is required to file a Hart-Scott-Rodino pre-merger notification filing with the Federal Trade Commission (FTC).

You advised me that pursuant to an informal interpretation by the FTC pre-merger notification staff regarding FTC rules and regulations concerning the above referenced matter, a partnership is its own ultimate parent. Consequently, if the above noted limited partnership were required to file the notification discussed above, the ultimate parent would be the limited partnership.

*Does not accurately reflect this comment*  
You also advised me that for purposes of the pre-merger notification, a reportable person was one in which the total assets of the limited partnership or the annual sales thereof were \$10,000,000 or greater. The assets to which you referred do not include monies loaned to the limited partnership for purposes of the acquisition and that if prior to and after the acquisition the assets of the limited partnership, not including the assets acquired, were less than ten million dollars, then the limited partnership would not be a reportable person.

In the instant case, I advised you that the limited partnership currently has approximately 2.5 million dollars in assets and that it will be borrowing money for the purposes of the acquisition and that after the acquisition the limited partnership will have less than 10 million dollars in assets, excluding the assets acquired with the loaned monies.

You advised me in light of these facts, and assuming the accuracy of the information which I conveyed therein and now convey to you, that the limited partnership would not be a reportable person.

If this information in any way is inconsistent with the advice which you have provided to me in our telephone conversation, please advise immediately. I can be reached at the following number: [REDACTED]

Thankyou for your cooperation in this matter.

Sincerely yours,

[REDACTED]

[REDACTED]