

(LH)

[REDACTED]

January 10, 1986

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

RECEIVED
JAN 14 2 22 PM '86
PRE-MERGER
NOTIFICATION
OFFICE

RE: [REDACTED] Partnership Acquisition.

Attention: Linda Heban, Esq.

Dear Ms. Heban:

In response to my letter to you of January 9, 1986, you called me today and verified that the above-referenced limited partnership is not a reportable person as defined by statute and pursuant to the rules and regulations of the FTC for purposes of filing a Hart-Scott-Rodino pre-acquisition notification with the FTC. Consequently, you advised that the limited partnership is not required to file the aforesaid pre-acquisition notice.

He means
does not
meet size
of person
file

You further advised that there was no need to file the above-discussed notice with the Department of Justice because it was subject to the same statutory definition of reportable person.

I expressed to you the need of the limited partnership to be certain that the absence of the pre-acquisition notification filing would not create any problems whatsoever for the partnership or be challenged in any manner in the future. You thereupon re-confirmed that based upon our discussions, which were summarized in the above-referenced letter of January 9, there was no need for the partnership to file the aforementioned notification. But I did not tell him we could not challenge it in the future.

not
an
accurate
reflect
of
common

I thank you for your interest, cooperation and for your prompt response in getting back to me on this matter.

Sincerely,

[REDACTED]

And I
also specifically told him that this
analysis may apply only to the
transaction and that a future
acquisition, say, one year from

now, would have to be analyzed anew. I attempted to dissuade him of the idea he has that "once-a-non-reportable person" always-a-non-reportable person is inaccurate. I am not at all confident he understands this though I stressed it repeatedly.