

Mr. Andrew Scanlon the Bureau of Competition Scanlon Premerger Notification Office Federal Trade Commission Sixth Street & Pennsylvania Ave. N.W. Washington, D.C. 20580

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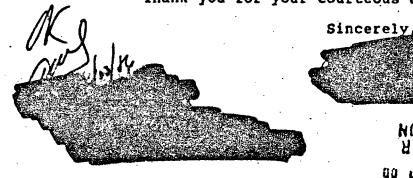
Re: Notification and Report Form --

Dear Mr. Scanlon:

This letter will confirm our telephone conversation of February 11, 1986. During that conversation, you advised me that the formation of a joint venture, as a partnership, is not covered by the Hart-Scott-Rodino Antitrust Improvements Act of 1976, and does not require the filing of a notification and report form pursuant to Section 7(A) of the Clayton Act.

Based upon your explanation that the Federal Trade Commission's rule pertaining to the formation of joint ventures, 16 C.F.R. \$801.40 (1985), applies only to the formation of corporations, ill not file notification of the joint venture partnership, to be formed by a subsidiary corporation and

Thank you for your courteous assistance in this matter.



OFFICE

PRE VERGER NOTIFICATION OFFICE

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