

[REDACTED]

[REDACTED]

*File*

February 9, 1987

Andrew Scanlon  
Premerger Notification Office  
Federal Trade Commission  
Room 301, 6th Street & Pennsylvania Avenue  
Washington, D.C. 20580

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

REC'D  
FEB 12 2 23 PM '87  
NOT RECORDED

Re: Confirmation of teleconference

Dear Mr. Scanlon:

The purpose of this letter is to confirm the substance of our teleconference of this afternoon. I called to confirm that Rule 802.20(b) continues to exist to exempt an acquisition in which consideration of \$14.9 million or less (including assumption of liabilities) is paid to acquire a 30% general partnership interest in a partnership that owns real property, primarily an office building. You noted that the Rule still exists to exempt such transaction but that the current interpretation of the Federal Trade Commission and the Department of Justice is that a general or limited partnership is a separate legal entity and there is no filing required under the Bart-Scott-Rodino Premerger Notification Act in a transfer of a general partnership interest from one general partner to another, such as where one general partner withdraws and a new general partner is substituted. The current staff position is that the acquisition of a partnership interest does not constitute the acquisition of assets or voting securities. However, you noted that there are various potential rulemaking proposals that may change this position. Further, you noted that the acquisition of 100% interest of a partnership would be considered a reportable event since the 100% ownership interest would be deemed to be ownership of the assets.

If the foregoing is not an accurate summary of our conversation, would you please contact me. Thank you very much for your kind attention and cooperation.

*2/9 Scanlon/call to [REDACTED] who was in message center  
Let message with [REDACTED] that I agree with the above  
[REDACTED] [REDACTED]*

[REDACTED] very truly yours,  
[REDACTED]

[REDACTED]