

[REDACTED]

[REDACTED]

File

[REDACTED]

OUR FILE NUMBER

[REDACTED]

WRITER'S DIRECT DIAL NUMBER

[REDACTED]

May 7, 1987

Mr. Andrew Scanlon
Premerger Notification Specialist
Room 301
Federal Trade Commission
63 and Pennsylvania Avenue, NW
Washington, DC 20580

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IN

Dear Mr. Scanlon:

This letter is to confirm matters we discussed in our telephone conversation on May 7, 1987 concerning the Hart-Scott-Rodino Premerger Notification Form. I asked you whether a partnership 99% owned by an individual and 1% owned by an irrevocable trust in favor of the individual's children would be deemed controlled by the individual. You stated that the partnership would not be deemed to be controlled by the individual. Thus, revenues of the partnership would not be attributed to the individual. I also asked you if revenues from passive investments in stocks, certificates of deposits, money market funds, etc., would be reportable. You stated that they would not be reportable because the revenues must be derived from the reporting person's "operations" in various industries.

I would appreciate your written confirmation of the accuracy of the foregoing discussion by your return of this letter with your signature at the bottom of the next page. It is my understanding you will respond in approximately two (2) days after receiving this letter. If possible, please respond by Federal Express and bill to our account number [REDACTED]

Mr. Andrew Scanlon
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Thank you very much for your cooperation. I have found you to be most informative in matters concerning reporting under the Hart-Scott-Rodino Act.

Very truly yours
[Redacted]

Mr. Andrew Scanlon
Premerger Notification Specialist
Federal Trade Commission

cc: [Redacted]

5/10/87/c [Redacted] of Scanlon

Advised [Redacted] that relative to the partnership and the [Redacted] this letter is accurate providing that it is not for the purpose of avoiding HSR - as in 801.90 but that the last two sentences of the first paragraph are inaccurate - all revenues must be reported
I referred him to the PHN Register Manual produced by ABA "Interpretation" 181

[Redacted]