

**ADMITTED IN FLORIDA ONLY**

100-438177  
 JUNE 10 10 43 AM '67  
 FBI  
 MO  
 OR

Re: Hart-Scott-Rodino Antitrust Improvements Act of  
1976 - Amended Request for Interpretation and Advice

As you suggested during our telephone conversation yesterday, I am writing to request that you confirm the advice you gave me over the telephone yesterday concerning the applicability of the HSR Act to a proposed transaction which involves the indirect purchases by a foreign pension plan and a foreign corporate issuer, of partnership interests in an existing partnership. This letter supersedes the request which I sent you on June 3.

The parties to the proposed transaction are set forth in the diagram attached hereto.

The parties to the proposed transaction are set forth in the diagram attached hereto as Exhibit A. In that diagram: "X" is an existing partnership which owns a parcel of real estate on which is situated a recently completed commercial office building; the three partners of "X" are corporations "A", "B", and "C"; "C" is a wholly-owned subsidiary of "B" and "A" is unrelated to "B" and "C"; corporation "B", a U. S. issuer, is a wholly-owned subsidiary of corporation "Z", which is a foreign issuer; corporation "D" is a foreign issuer which is a wholly-owned subsidiary of corporation "Z"; "Z" is the ultimate parent entity of the group of entities which includes corporations "B", "C", and "D" and has total assets and annual net sales in excess of \$100,000,000; "P-1" is a foreign pension plan

Andrew Scanlon, Esq.  
June 9, 1987

Page 2

for employees of corporation "D"; "P-1" may be in the person of "Z" or may be its own person; "H" is a U.S. issuer which is proposed to be created by "P-1"; "E" is an existing foreign issuer, 100% of the outstanding voting securities of which are held indirectly by "Z"; further, "Y", a foreign issuer not within the person of "Z" also indirectly holds 50% of the outstanding voting securities of "E", with the result that "E" is within the persons of both "Z" and "Y"; and "M" is a U.S. issuer which is proposed to be created by "E".

The proposed transaction is the following: "P-1" will create "H" and hold all of the outstanding voting securities of "H". "P-1" will invest an aggregate of approximately \$20 million in "H", part by payment for voting securities and part by loan. "H" will use the \$20 million received from "P-1" to purchase partnership interests in "X" from "C". "E" will create "M" and hold all of the outstanding voting securities of "M". "E" will invest an aggregate of approximately \$20 million in "M" in payment for voting securities of "M". "M" will use the \$20 million received from "E" to purchase partnership interests in "X" from "C".

It is my understanding that the purchase by "M" and "H" of partnership interests in "X" will not be subject to the notification and waiting requirements of the HSR Act since upon conclusion of such purchase, interests in "X" will be held by at least two persons ("A" and "Z"). As you have explained to me, the FTC presently considers a transaction involving transfer of interests in a partnership at the conclusion of which the interests in the partnership are held by two or more or more "persons", to be neither a transfer of assets nor of voting securities. The creation of "H" by "P-1" would be exempt by virtue of the "intra-person" exemption of § 802.30, regardless of whether "P-1" is its own person or within the person of "Z". Similarly, the creation of "M" by "E" would be exempt under § 802.30.

Accordingly, as we discussed, it appears that all of the above transactions are exempt from the notification and waiting requirements of the HSR Act. I would appreciate your calling me to confirm (or further discuss) these conclusions at your earliest convenience since it is intended that these transactions close as soon as possible.

Thanks in advance for your advice.

Very truly yours,

6344C

6/15/87  
Advised [redacted] by T/C  
message through his office that I  
concur with the above  
[redacted]  
[redacted]  
[redacted]

EXHIBIT A

Diagram of Proposed Transaction

