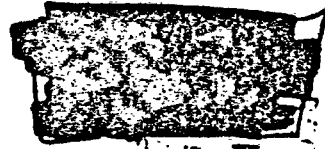


(10)



RECEIVED
SECTION
OFFICE
JUL 18 1984

July 18, 1984

Wayne E. Kaplan, Esq.
Pre-Merger Notification Office
Federal Trade Commission
Federal Trade Commission Bldg., Room 301
6th Street & Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Dear Mr. Kaplan:

Thank you for calling. I understand that our correspondence to your office on July 16, 1984 accurately reflects the guidance you have given as to certain interpretations of the Hart-Scott-Rodino Antitrust Improvements Act and accompanying regulations.

As you point out, it is my understanding that the value of any non-monetary assets (e.g., building, equipment) contributed by the partners to the partnership is to be considered in determining whether the size-of-person requirement for an acquiring person has been met under §7A(2) of the Clayton Act.

Thank you for your attention to this matter.

Very truly yours,

