



September 24, 1984

SEP 27 5 11 PM '84

Mr. Wayne Kaplan
Premerger Notification Office
Bureau of Competition
Room 301
Federal Trade Commission
Washington, D.C. 20580

Dear Mr. Kaplan:

This letter will serve to confirm our telephone conversation of September 21, 1984, relating to the application of the Hart-Scott-Rodino Antitrust Improvements Act of 1976.

The acquiring entity in this case is a limited partnership, not engaged in manufacturing, which itself has both total assets and annual net sales of less than \$100,000,000. However, if its general partner is included within the defined term "person" its total assets will be greater than \$100,000,000.

You confirmed that limited partnerships are treated, under the Hart-Scott-Rodino Act, as their own ultimate parent entities, making the general partner thereof not included within the term "person". Therefore, as the "person" being acquired also has both total assets and annual net sales of less than \$100,000,000, it is our understanding that the Hart-Scott-Rodino Act will not apply to this transaction.

You stated that there was no method available by which you can confirm in writing your office's interpretation of the statute. You advised that we write this letter, stating that we would rely on the interpretation of the Act which is described herein if we did not hear otherwise from you within two weeks. Therefore, we

[REDACTED]

Mr. Wayne Kaplan

-2-

September 24, 1984

will so rely on this interpretation if we do not hear otherwise
from you by October 8, 1984.

Sincerely,

[REDACTED]

[REDACTED]