

ITEM 9

From: [REDACTED]
To: FTC.SERIOUS("mverne@ftc.gov")
Date: Mon, Jun 26, 2000 2:27 PM
Subject: Item 9 Issue As It Relates To Acquisitions of Partnership Interests

This is a question relating to the proper treatment of acquisitions of partnership interests for HSR Item 9 purposes (as under HSR), assuming that one is making a filing for a subsequent reportable acquisition and that there is an Item 7 overlap for which we are supplying the item 9 info in that filing.

owned partnerships or LLCs; or (c) the UPE acquired 100% of the

partnership or LLC interests.?

For the purpose of this question, I have assumed that the entities meet the \$10 million test in Item 9.

It seems to me that the most consistent view with past FTC interpretations regarding partnerships generally is that the scenarios

acquisition.

Thanks for your thoughts.

[REDACTED]

TEL: [REDACTED]
FAX: [REDACTED]

AGREE - UNLESS AN ACQUISITION OF PARTNERSHIP INTERESTS RESULTS IN HOLDING 100% OF THE PARTNERSHIP, THERE HAS NOT BEEN AN ACQUISITION OF ASSETS FOR PURPOSES OF ITEM 9.

Contents privileged. If this message has been received in error please

Bruchman
6/26/00