

Dear Mr. Kaplan:

At your suggestion I am writing to confirm your informal, oral advice during our telephone conversation today regarding the report and wait requirements of the Hart-Scott-Rodino Antitrust

B each has an equal interest in P and each has over \$100,000,000 in sales and/or assets.

company C, which has over \$10,000,000, but less than \$100,000,000 in sales and/or assets. The value of the voting securities to be purchased exceeds \$15,000,000, but is less than \$50,000,000. P has not been formed for the purpose of avoiding the report and wait requirements of the Act.

You have advised that the staff will not look to either

look to the partnership, P, so long as P was not formed or being

Wayne Kaplan, Esquire
October 17, 1983

employed as a device to avoid the provisions of the Act. You made it clear, however, that the FTC's position with respect to this matter is not the Commission's position.

Act.

Since we are relying upon your informal interpretation of the Act, we would appreciate your contacting us if you have any information that would be helpful to us.

Thank you for your attention to this matter.

Sincerely yours,