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The GP and a limited partner (which may be an affiliate of the Corporation) will form the Partnership for the purpose of acquiring and operating the Business and will ~~inject capital and obtain loans for the Partnership in an~~

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filing a premerger notification form and observing the waiting period; (b) the partners infuse funds into the partnership to acquire such assets and (c) the partnership is formed to acquire such assets.

A partnership with assets of less than \$10,000,000 as at the time of its latest regularly prepared balance sheet and a partnership formed for the purpose of making an acquisition are both exempt from complying with the filing and waiting period requirements of the HSR Act. A newly-formed partnership must prepare, as at the date that it makes an acquisition, a balance sheet, which for the purpose of determining (a) whether the acquisition satisfies the Size of the Transaction Test, would include all of the partnership's assets, and (b) whether the partnership satisfies the Size of the Person Test would not include assets which were (or were committed to be) infused into the partnership for the purpose of making the acquisition. All of such funds need not be infused into the partnership at one time. Other than as set forth above, there is no specific time at which a UPE must prepare a balance sheet, but an UPE may not fail to prepare a balance sheet in order to perpetuate its status as an exempt entity.

As a result of the foregoing, provided the funds have been (or will be) infused for the purpose of making a particular acquisition, and until a partnership is required to have a regularly prepared balance sheet showing assets in

