

June 8, 1987

Victor I. Cohen, Esquire

Bureau of Competition  
Room 303

Washington, DC 20580

Dear Mr. Cohen:

more of the partnership's assets. Under the new rule, an acquisition by a partnership that is controlled by one or more of its partners would constitute an acquisition by each controlling partner as ultimate parent entity.

~~Under the new rule 801.1(b)(1)(4) would affect~~

I raised the following three hypotheticals (all of which assume that any applicable size of person and size of transaction tests would be met):

1. X and Y form a partnership, each contributing assets and/or cash, and each acquiring a 50% interest in the partnership.
2. X and Y form a partnership. Initially X controls more than 50% of the partnership and Y less than 50%. Subsequent to the formation transaction, Y makes a cash contribution and increases its control of the partnership to 50%.

06-11 This is correct, V.C.

[REDACTED]

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3. X and Y each control 50% of a partnership.  
X then sells its 50% interest to Z.

You indicated that currently, and under new rule §801.1(b)(1)(ii), none of these three hypothetical transactions would be subject to Hart-Scott filing requirements. You indicated that §801.1(b)(1)(ii) will ~~not change the present rule governing both the formation~~

We also discussed the effect of §801.1(b)(1)(ii) upon

will continue to be subject to filing requirements, as explained in the background statement to the new rule, 52 Fed Reg 20058, 20063 (May 29, 1987).

Thank you very much for your time and assistance.

Very truly yours,  
[REDACTED]