

801.46

(J)

May 13, 1988

BY HAND


Federal Trade Commission
Room 303
Washington, D.C. 20580

Dear Mr. Cohen:

This will confirm our telephone conversation of yesterday, in which we discussed the question whether the acquisition of an interest in an existing partnership is

As you noted, this treatment for acquisitions of partnership interests accords with the treatment given to the formation of a new partnership. The formation of a new partnership is not subject to the Hart-Scott-Rodino requirements. 16 C.F.R. § 801.40. And the acquisition of an

You advised that the only exceptions to the general rule that an acquisition of an interest in an existing partnership is not subject to the Hart-Scott-Rodino Act might be (1) if the acquisition involves a transfer of a 100-percent interest in the partnership, which the Premerger Office views as the equivalent of a transfer of the underlying assets of the partnership or (2) if the partnership interest has unusual attributes (e.g., it is traded on national exchanges or carries voting rights) that make it the equivalent of a block of voting securities. Aside from those possible exceptions,


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however, there is no premerger notification reporting requirement for the acquisition of an interest in an existing partnership.

Please let me know if I have not accurately summarized our conversation.

Sincerely,


5-13-88
Mr. Cohen
You know mergers & joint ventures in the form of a partnership are not exempt & there may be other possibilities that are not exempt.
Victor Cohen