

(15)

[REDACTED]

June 19, 1989

This material may be subject to  
which deals with  
Section of Information /

FEDERAL EXPRESS

JUN 21 1989  
RE  
MED  
JUN 21 1989  
OFFICE

Chief of the Premerger Notification Office  
Bureau of Competition  
Room 303  
Federal Trade Commission  
Washington, D.C. 20580

RE: Confirmation of Telephone Conversation

Dear Mr. Sipple:

Pursuant to our telephone conversation on Monday, June 12, 1989 among you, [REDACTED] and me, we are writing to request the concurrence of your office that based on the facts set forth in this letter, a [REDACTED]

ACU).

I. Background

Set forth below is a more detailed description of the transaction that we discussed. We represent an agency of a particular State, such agency having been created statutorily by

certain State employees. The State Agency is not a corporation.

The State Agency intends to be a limited partner of a partnership (the "Acquiring General Partnership"), the only ultimate parent entity of which is the State Agency. The general

partner of the limited partnership in which the State Agency is a limited partner is a corporation (the "Investment Adviser"). The second general partner in the Acquiring General Partnership is a limited partnership consisting of three individuals as general partners and a number of corporations and individuals as the limited partners (the "Management Partnership"). For purposes of this discussion, the State Agency and the Investment Adviser each have total assets of more than \$100,000,000 and the Management Partnership has total assets of more than \$10,000,000. The State Agency has in excess of a 50% interest in the Acquiring General Partnership. The Acquiring General Partnership will be capitalized with \$ [REDACTED] (the purchase price for the assets it is acquiring) plus approximately \$ [REDACTED] for working capital purposes.

The Limited Partnership intends to acquire from an unrelated limited partnership assets which consist of industrial warehouses, the related real estate and vacant land for an aggregate purchase price of \$20,375,000 (the "Transaction").

## II. Discussion

Section 801.1(a)(2) of the rules and regulations promulgated

state, foreign government, or agency thereof (other than a corporation engaged in commerce), nor the United States, any of the States thereof, or any political subdivision or agency of either (other than a corporation engaged in commerce).

It is our understanding that the Federal Trade Commission takes the position with respect to the above quoted regulation that a state agency (which has in excess of \$100,000,000 in assets) that owns a majority interest in a general partnership that is acquiring assets in excess of \$15,000,000 from a person which has \$10,000,000 or more in assets is not subject to the requirements of the HSR Act. The rationale for this position, as we understand it, is that a state agency is not an entity for purposes of the HSR Act; therefore, it is not required to comply with the HSR Act.

Separately, we understand that an analysis must be made whether the Acquiring General Partnership itself must file a Notification and Report Form pertaining to the Transaction.

[REDACTED]

John Sipple, Esquire  
June 16, 1989  
Page 3

III. Conclusion

[REDACTED]

[REDACTED] subject to the requirements of the HSR Act in connection with the Transaction. The Transaction is scheduled to close on June 22, 1989.

[REDACTED]

[REDACTED]

[REDACTED]

cc: [REDACTED]

[REDACTED]